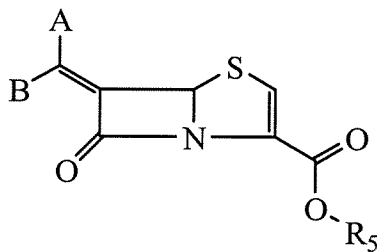


**This listing of claims will replace all prior versions, and listings, of claims in the application.**

**Listing of Claims:**

1. (Canceled)
2. (Canceled)
3. (Canceled)
4. (Canceled)
5. (Canceled)
6. (Canceled)
7. (Canceled)
8. (Canceled)
9. (Previously Amended) A process for the preparation of compounds of the formula **I**



**I**

wherein:

one of A and B denotes hydrogen and the other is an aryl optionally substituted with one or two R<sub>2</sub>, heteroaryl optionally substituted with one or two R<sub>2</sub>, fused bicyclic heteroaryl optionally substituted with one or two R<sub>2</sub>, fused tricyclic heteroaryl optionally substituted with one or two R<sub>2</sub>, cycloalkyl optionally substituted with one or two R<sub>2</sub>, alkyl optionally substituted with one or two R<sub>2</sub>, alkenyl optionally substituted with one or two R<sub>2</sub>, alkynyl optionally substituted with one or two R<sub>2</sub>, saturated or partially saturated heteroaryl optionally substituted with one or two R<sub>2</sub>;

R<sub>5</sub> is H, C<sub>1-6</sub>alkyl, C<sub>5-6</sub>cycloalkyl, or CHR<sub>3</sub>OCOC<sub>1-6</sub>alkyl;

R<sub>1</sub> is H, optionally substituted -C<sub>1-6</sub>alkyl, optionally substituted -aryl, optionally substituted -heteroaryl or mono or bicyclic saturated heterocycles, optionally substituted -C<sub>3-7</sub> cycloalkyl, optionally substituted -C<sub>3-6</sub>alkenyl, optionally substituted -C<sub>1-6</sub>alkynyl with the proviso that both the double bond and the triple bond should not be present at the carbon atom which is directly linked to N; optionally substituted -C<sub>1-6</sub>per fluoro alkyl, -S(O)<sub>p</sub> optionally substituted alkyl or aryl where p is 2, optionally substituted -C=O heteroaryl, optionally substituted -C=O aryl, optionally substituted -(C=O)C<sub>1-6</sub>alkyl, optionally substituted -(C=O)C<sub>3-6</sub>cycloalkyl, optionally substituted -C=O mono or bicyclic saturated heterocycles, optionally substituted C<sub>1-6</sub>alkyl aryl, optionally substituted C<sub>1-6</sub>alkyl heteroaryl, optionally substituted aryl-(C<sub>1-6</sub>alkyl), optionally substituted heteroaryl-C<sub>1-6</sub>alkyl, optionally substituted C<sub>1-6</sub>alkyl mono or bicyclic saturated heterocycles, optionally substituted arylalkenyl of 8 to 16 carbon atoms, -CONR<sub>6</sub>R<sub>7</sub>, -SO<sub>2</sub>NR<sub>6</sub>R<sub>7</sub>, optionally substituted arylalkoxyalkyl, optionally substituted -alkyl-O-alkyl-aryl, optionally substituted -alkyl-O-alkyl-heteroaryl, optionally substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, optionally substituted aryloxyaryl, optionally substituted aryloxyheteroaryl, optionally substituted C<sub>1-6</sub>alkyl aryloxyaryl, optionally substituted (C<sub>1-6</sub>alkyl)aryloxyheteroaryl, optionally substituted alkyl aryloxy alkylamines, optionally substituted alkoxy carbonyl, optionally substituted aryloxy carbonyl, optionally substituted heteroaryloxy carbonyl.

R<sub>2</sub> is hydrogen, optionally substituted C<sub>1-6</sub>alkyl, optionally substituted C<sub>2-6</sub>alkenyl having 1 to 2 double bonds, optionally substituted C<sub>2-6</sub>alkynyl having 1 to 2 triple bonds, halogen, cyano, N-R<sub>6</sub>R<sub>7</sub>, optionally substituted C<sub>1-6</sub>alkoxy, hydroxy; optionally substituted aryl, optionally substituted heteroaryl, COOR<sub>6</sub>, optionally substituted alkyl aryloxy alkylamines, optionally substituted aryloxy, optionally substituted heteroaryloxy, optionally substituted C<sub>3-6</sub>alkenyloxy, optionally substituted C<sub>3-6</sub>alkynyloxy, C<sub>1-6</sub>alkylamino(C<sub>1-6</sub>alkoxy), alkylene dioxy, optionally substituted aryloxy-C<sub>1-6</sub>alkyl amine, C<sub>1-6</sub> perfluoro alkyl, S(O)<sub>q</sub>-optionally substituted C<sub>1-6</sub>alkyl, S(O)<sub>q</sub>- optionally substituted aryl where q is 0, 1 or 2, CONR<sub>6</sub>R<sub>7</sub>, guanidino or cyclic guanidino, optionally substituted C<sub>1-6</sub> alkylaryl, optionally substituted arylalkyl, optionally substituted C<sub>1-6</sub>alkylheteroaryl, optionally substituted heteroaryl- C<sub>1-6</sub>alkyl, optionally substituted C<sub>1-6</sub>alkyl mono or

bicyclic saturated heterocycles, optionally substituted arylalkenyl of 8 to 16 carbon atoms,  $\text{SO}_2\text{NR}_6\text{R}_7$ , optionally substituted arylalkyloxyalkyl, optionally substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, optionally substituted aryloxyaryl, optionally substituted aryloxyheteroaryl, substituted heteroaryloxyaryl, optionally substituted  $\text{C}_{1-6}$ alkyl aryloxyaryl, optionally substituted  $\text{C}_{1-6}$ alkylaryloxyheteroaryl, optionally substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, optionally substituted alkylaryloxyalkylamines;

$\text{R}_3$  is hydrogen,  $\text{C}_{1-6}$ alkyl,  $\text{C}_{5-6}$ cycloalkyl, optionally substituted aryl, optionally substituted heteroaryl;

$\text{R}_6$  and  $\text{R}_7$  are independently H, optionally substituted  $\text{C}_{1-6}$ alkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted  $\text{C}_{1-6}$ alkyl aryl, optionally substituted arylalkyl, optionally substituted heteroarylalkyl, optionally substituted  $\text{C}_{1-6}$ alkyl heteroaryl, or  $\text{R}_6$  and  $\text{R}_7$  together with the N to which they are attached, may form a 3-7 membered saturated ring system in addition to the N to which  $\text{R}_6$  and  $\text{R}_7$  are attached optionally having one or two heteroatoms selected from N- $\text{R}_1$ , O, and  $\text{S}=\text{(O)}_n$  where  $n = 0-2$ ;

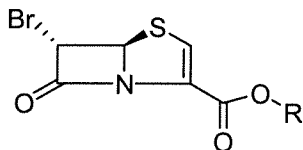
said process comprising:

(a) condensing an appropriately substituted aldehyde **17**



**17**

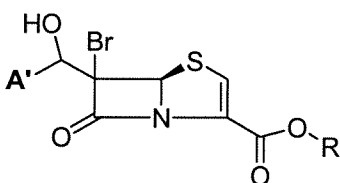
wherein  $\text{A}'$  is defined as A or B whichever one of A or B is not hydrogen,  
with 6-bromo-penem derivative of structure **16**



**16**

wherein R is p-nitrobenzyl

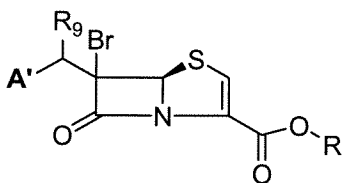
in the presence of a Lewis acid and an organic tertiary amine base, at a temperature of -10°C to -40°C to form an intermediate aldol product **18**



**18**

wherein A' and R are as defined above;

(b) reacting intermediate **18** with an acid chloride or anhydride, (R<sub>8</sub>)Cl or (R<sub>8</sub>)<sub>2</sub>O, or with tetrahalomethane, C(X<sub>1</sub>)<sub>4</sub>, and triphenyl phosphine, to form intermediate compound **19**

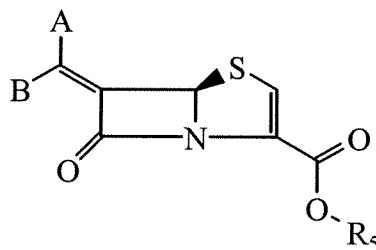


**19**

wherein R<sub>8</sub> is alkylSO<sub>2</sub>, arylSO<sub>2</sub>, alkylCO, or arylCO; X<sub>1</sub> is Br, I, or Cl; A' and R are as defined above; and R<sub>9</sub> is X<sub>1</sub> or OR<sub>8</sub>; and

(c) converting the intermediate compound **19** to the desired formula **I** compound by a reductive elimination process, wherein the reductive elimination process is carried out using activated zinc and a phosphate buffer at a pH of about 6.5 to 8.0 ~~or~~ and hydrogenating over a catalyst.

10. (Original) The process according to claim 9 wherein the hydrogenating over a catalyst is carried out using palladium on charcoal.
11. (Previously Amended) A process for the preparation of compounds of the formula **I**



**I**

wherein:

one of A and B denotes hydrogen and the other is a fused bicyclic heteroaryl optionally substituted with one or two  $R_2$ , or a fused tricyclic heteroaryl optionally substituted with one or two  $R_2$ ;

$R_5$  is H,  $C_{1-6}$ alkyl,  $C_{5-6}$ cycloalkyl, or  $CHR_3OCOC_{1-6}$ alkyl;

$R_1$  is H, optionally substituted  $-C_{1-6}$ alkyl, optionally substituted -aryl, optionally substituted -heteroaryl or mono or bicyclic saturated heterocycles, optionally substituted  $-C_{3-7}$  cycloalkyl, optionally substituted  $-C_{3-6}$ alkenyl, optionally substituted  $-C_{1-6}$ alkynyl with the proviso that both the double bond and the triple bond should not be present at the carbon atom which is directly linked to N; optionally substituted  $-C_{1-6}$ per fluoro alkyl,  $-S(O)_p$  optionally substituted alkyl or aryl where p is 2, optionally substituted  $-C=O$ heteroaryl, optionally substituted  $-C=O$ aryl, optionally substituted  $-(C=O)C_{1-6}$ alkyl, optionally substituted  $-(C=O)C_{3-6}$ cycloalkyl, optionally substituted  $-C=O$  mono or bicyclic saturated heterocycles, optionally substituted  $C_{1-6}$ alkyl aryl, optionally substituted  $C_{1-6}$  alkyl heteroaryl, optionally substituted aryl- $(C_{1-6}$ alkyl), optionally substituted heteroaryl- $C_{1-6}$ alkyl, optionally substituted  $C_{1-6}$ alkyl mono or bicyclic saturated heterocycles, optionally substituted arylalkenyl of 8 to 16 carbon atoms,  $-CONR_6R_7$ ,  $-SO_2NR_6R_7$ , optionally substituted arylalkyloxyalkyl, optionally substituted -alkyl-O-alkyl-aryl, optionally substituted -alkyl-O-alkyl-heteroaryl, optionally

substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, optionally substituted aryloxyaryl, optionally substituted aryloxyheteroaryl, optionally substituted C<sub>1-6</sub>alkyl aryloxyaryl, optionally substituted (C<sub>1-6</sub>alkyl)aryloxyheteroaryl, optionally substituted alkyl aryloxy alkylamines, optionally substituted alkoxy carbonyl, optionally substituted aryloxy carbonyl, optionally substituted heteroaryloxy carbonyl;

R<sub>2</sub> is hydrogen, optionally substituted C<sub>1-6</sub>alkyl, optionally substituted C<sub>2-6</sub>alkenyl having 1 to 2 double bonds, optionally substituted C<sub>2-6</sub>alkynyl having 1 to 2 triple bonds, halogen, cyano, N-R<sub>6</sub>R<sub>7</sub>, optionally substituted C<sub>1-6</sub>alkoxy, hydroxy; optionally substituted aryl, optionally substituted heteroaryl, COOR<sub>6</sub>, optionally substituted alkyl aryloxy alkylamines, optionally substituted aryloxy, optionally substituted heteroaryloxy, optionally substituted C<sub>3-6</sub>alkenyloxy, optionally substituted C<sub>3-6</sub>alkynyloxy, C<sub>1-6</sub> alkylamino(C<sub>1-6</sub>alkoxy), alkylene dioxy, optionally substituted aryloxy-C<sub>1-6</sub>alkyl amine, C<sub>1-6</sub> perfluoro alkyl, S(O)<sub>q</sub>-optionally substituted C<sub>1-6</sub>alkyl, S(O)<sub>q</sub>- optionally substituted aryl where q is 0, 1 or 2, CONR<sub>6</sub>R<sub>7</sub>, guanidino or cyclic guanidino, optionally substituted C<sub>1-6</sub> alkylaryl, optionally substituted arylalkyl, optionally substituted C<sub>1-6</sub>alkylheteroaryl, optionally substituted heteroaryl- C<sub>1-6</sub>alkyl, optionally substituted C<sub>1-6</sub>alkyl mono or bicyclic saturated heterocycles, optionally substituted arylalkenyl of 8 to 16 carbon atoms, SO<sub>2</sub>NR<sub>6</sub>R<sub>7</sub>, optionally substituted arylalkyloxyalkyl, optionally substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, optionally substituted aryloxyaryl, optionally substituted aryloxyheteroaryl, substituted heteroaryloxyaryl, optionally substituted C<sub>1-6</sub>alkyl aryloxyaryl, optionally substituted C<sub>1-6</sub>alkylaryloxyheteroaryl, optionally substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, optionally substituted alkylaryloxyalkylamines;

R<sub>3</sub> is hydrogen, C<sub>1-6</sub>alkyl, C<sub>5-6</sub>cycloalkyl, optionally substituted aryl, optionally substituted heteroaryl;

$R_6$  and  $R_7$  are independently H, optionally substituted  $C_{1-6}$ alkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted  $C_{1-6}$ alkyl aryl, optionally substituted arylalkyl, optionally substituted heteroarylalkyl, optionally substituted  $C_{1-6}$  alkyl heteroaryl, or  $R_6$  and  $R_7$  together with the N to which they are attached, may form a 3-7 membered saturated ring system in addition to the N to which  $R_6$  and  $R_7$  are attached optionally having one or two heteroatoms selected from N- $R_1$ , O, and S=(O) $_n$  where  $n = 0-2$ ;

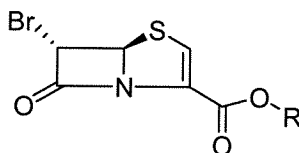
said process comprising:

- (a) condensing an aldehyde **17**



**17**

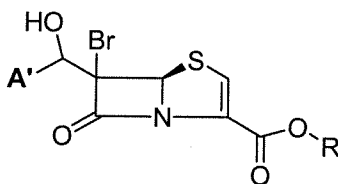
wherein  $A'$  is defined as A or B whichever one of A or B is not hydrogen,  
with 6-bromo-penem derivative of structure **16**



**16**

wherein R is p-nitrobenzyl

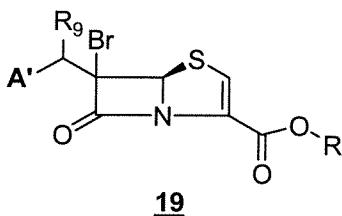
in the presence of a Lewis acid and an organic tertiary amine base, at a temperature of -10°C to -40°C to form an intermediate aldol product **18**



**18**

wherein A' and R are as defined above;

(b) reacting intermediate **18** with an acid chloride or anhydride, (R<sub>8</sub>)Cl or (R<sub>8</sub>)<sub>2</sub>O, or with tetrahalomethane, C(X<sub>1</sub>)<sub>4</sub>, and triphenyl phosphine, to form intermediate compound **19**

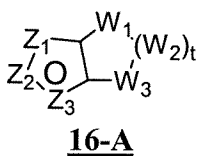


wherein R<sub>8</sub> is alkylSO<sub>2</sub>, arylSO<sub>2</sub>, alkylCO, or arylCO; X<sub>1</sub> is Br, I, or Cl; A' and R are as defined above; and R<sub>9</sub> is X<sub>1</sub> or OR<sub>8</sub>; and

(c) converting the intermediate compound **19** to the desired formula **I** compound by a reductive elimination process.

12. (Canceled)

13. (Previously Amended) The process according to claim 11, wherein one of A and B is a fused bicyclic heteroaryl group having the structural formula:



wherein Z<sub>1</sub>, Z<sub>2</sub>, and Z<sub>3</sub> are independently CR<sub>2</sub>, N, O, S or N-R<sub>1</sub> provided one of Z<sub>1</sub>, Z<sub>2</sub>, or Z<sub>3</sub> is carbon and is bonded to the remainder of the molecule as shown in formula **I**;

W<sub>1</sub>, W<sub>2</sub> and W<sub>3</sub> are independently CR<sub>4</sub>R<sub>4</sub>, S, SO, SO<sub>2</sub>, O, N-R<sub>1</sub>, C=O; with the proviso that no S-S or O-O or S-O bond formation can occur to form the saturated ring system;

t= 1 to 4;



R<sub>1</sub> is H, optionally substituted -C<sub>1-6</sub>alkyl, optionally substituted -aryl, optionally substituted -heteroaryl or mono or bicyclic saturated heterocycles, optionally substituted -C<sub>3-7</sub>cycloalkyl, optionally substituted -C<sub>3-6</sub>alkenyl, optionally substituted -C<sub>3-6</sub>alkynyl with the proviso that both the double bond and the triple bond should not be present at the carbon atom which is directly linked to N; optionally substituted -C<sub>1-6</sub>per fluoro alkyl, -S(O)<sub>p</sub> optionally substituted alkyl or aryl where p is 2, optionally substituted -C=O heteroaryl, optionally substituted - (C=O)aryl, optionally substituted -(C=O)C<sub>1-6</sub>alkyl, optionally substituted - (C=O)C<sub>3-6</sub> cycloalkyl, optionally substituted -C=O mono or bicyclic saturated heterocycles, optionally substituted -C<sub>1-6</sub>alkyl aryl, optionally substituted -C<sub>1-6</sub>alkyl heteroaryl, optionally substituted aryl--C<sub>1-6</sub>alkyl, optionally substituted heteroaryl--C<sub>1-6</sub>alkyl, optionally substituted -C<sub>1-6</sub>alkyl mono or bicyclic saturated heterocycles, optionally substituted arylalkenyl of 8 to 16 carbon atoms, -CONR<sub>6</sub>R<sub>7</sub>, -SO<sub>2</sub>NR<sub>6</sub>R<sub>7</sub>, optionally substituted arylalkyloxyalkyl, optionally substituted -alkyl-O-alkyl-aryl, optionally substituted -alkyl-O-alkyl-heteroaryl, optionally substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, optionally substituted aryloxyaryl, optionally substituted aryloxyheteroaryl, optionally substituted C<sub>1-6</sub>alkyl aryloxyaryl, optionally substituted C<sub>1-6</sub>alkyl aryloxyheteroaryl, optionally substituted alkyl aryloxy alkylamines, optionally substituted alkoxy carbonyl, optionally substituted aryloxy carbonyl, optionally substituted heteroaryloxy carbonyl;

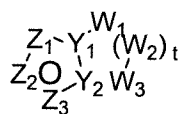
R<sub>2</sub> is hydrogen, optionally substituted C<sub>1-6</sub>alkyl, optionally substituted C<sub>2-6</sub>alkenyl having 1 to 2 double bonds, optionally substituted C<sub>2-6</sub>alkynyl having 1 to 2 triple bonds, halogen, cyano, N-R<sub>6</sub>R<sub>7</sub>, optionally substituted C<sub>1-6</sub>alkoxy, hydroxy; optionally substituted aryl, optionally substituted heteroaryl, COOR<sub>6</sub>, optionally substituted alkyl aryloxy alkylamines, optionally substituted aryloxy, optionally substituted heteroaryloxy, optionally substituted C<sub>3-6</sub>alkenyloxy, optionally substituted C<sub>3-6</sub>alkynyloxy, C<sub>1-6</sub>alkylamino- C<sub>1-6</sub>alkoxy, alkylene dioxy, optionally substituted aryloxy- C<sub>1-6</sub>alkyl amine, C<sub>1-6</sub>perfluoro alkyl, S(O)<sub>q</sub>-optionally substituted C<sub>1-6</sub>alkyl, S(O)<sub>q</sub>- optionally substituted aryl where q is 0, 1 or 2, CONR<sub>6</sub>R<sub>7</sub>, guanidino or cyclic guanidino, optionally substituted C<sub>1-6</sub>alkyl aryl, optionally

substituted arylalkyl, optionally substituted C<sub>1-6</sub>alkyl heteroaryl, optionally substituted heteroaryl- C<sub>1-6</sub>alkyl, optionally substituted C<sub>1-6</sub>alkyl mono or bicyclic saturated heterocycles, optionally substituted arylalkenyl of 8 to 16 carbon atoms, SO<sub>2</sub>NR<sub>6</sub>R<sub>7</sub>, optionally substituted arylalkyloxyalkyl, optionally substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, optionally substituted aryloxyaryl, optionally substituted aryloxyheteroaryl, substituted heteroaryloxyaryl, optionally substituted C<sub>1-6</sub>alkyl aryloxyaryl, optionally substituted C<sub>1-6</sub>alkyl aryloxyheteroaryl, optionally substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, optionally substituted alkylaryloxyalkylamines;

R<sub>4</sub> is H, optionally substituted C<sub>1-6</sub>alkyl, one of R<sub>4</sub> is OH, C<sub>1-6</sub>alkoxy, -S- C<sub>1-6</sub>alkyl, COOR<sub>6</sub>, -NR<sub>6</sub>R<sub>7</sub>, -CONR<sub>6</sub>R<sub>7</sub>; or R<sub>4</sub>R<sub>4</sub> may together be =O or R<sub>4</sub>R<sub>4</sub> together with the carbon to which they are attached may form a spiro system of five to eight members with or without the presence of heteroatoms selected from N, O, S=(O)<sub>n</sub> where n =0 to 2, and N-R<sub>1</sub>; and

R<sub>6</sub> and R<sub>7</sub> are independently H, optionally substituted C<sub>1-6</sub>alkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted C<sub>1-6</sub>alkyl aryl, optionally substituted arylalkyl, optionally substituted heteroarylalkyl, optionally substituted C<sub>1-6</sub>alkyl heteroaryl, or R<sub>6</sub> and R<sub>7</sub> together with N to which they are attached, may form a 3-7 membered saturated ring system said ring system in addition to the N to which R<sub>6</sub> and R<sub>7</sub> are attached optionally having one or two heteroatoms selected from N-R<sub>1</sub>, O, and S(=O)<sub>n</sub> where n = 0-2.

14. (Previously Amended) The process according to claim 11, wherein one of A and B is a fused bicyclic heteroaryl group having the structural formula:



16-B

wherein

Z<sub>1</sub>, Z<sub>2</sub> and Z<sub>3</sub> are independently CR<sub>2</sub>, N, O, S or N-R<sub>1</sub> provided one of Z<sub>1</sub>–Z<sub>3</sub> is carbon and is bonded to the remainder of the molecule;

W<sub>1</sub>, W<sub>2</sub> and W<sub>3</sub> are independently CR<sub>4</sub>R<sub>4</sub>, S, SO, SO<sub>2</sub>, O, or N-R<sub>1</sub>;

t= 1 to 4;

Y<sub>1</sub> and Y<sub>2</sub> are independently N or C; with the proviso that at least one of Y<sub>1</sub> and Y<sub>2</sub> is C, with the proviso that if the aromatic ring portion of the bicyclic heteroaryl group is imidazole, the nonaromatic ring portion may not contain a S adjacent to the bridgehead carbon;

R<sub>1</sub> is H, optionally substituted C<sub>1-6</sub>alkyl, optionally substituted aryl, optionally substituted heteroaryl or mono or bicyclic saturated heterocycles, optionally substituted C<sub>5-7</sub>cycloalkyl, optionally substituted C<sub>3</sub>-C<sub>6</sub> alkenyl, optionally substituted C<sub>3-6</sub>alkynyl with the proviso that neither the double bond nor the triple bond should be present at the carbon atom which is directly linked to N; optionally substituted C<sub>1-6</sub>perfluoroalkyl, -S(O)<sub>p</sub> optionally substituted alkyl or aryl where p is 0-2, optionally substituted -C=O heteroaryl, optionally substituted -C=O aryl, optionally substituted -C=O (C<sub>1-6</sub>) alkyl, optionally substituted -(C=O)C<sub>5-6</sub>cycloalkyl, optionally substituted -C=O mono or bicyclic saturated heterocycles, optionally substituted C<sub>1-6</sub>alkylaryl, optionally substituted C<sub>1-6</sub>alkyl heteroaryl, optionally substituted aryl- C<sub>1-6</sub>alkyl, optionally substituted heteroaryl- C<sub>1-6</sub>alkyl, optionally substituted C<sub>1-6</sub>alkyl mono or bicyclic saturated heterocycles, optionally substituted arylalkenyl of 8 to 16 carbon atoms, -CONR<sub>6</sub>R<sub>7</sub>, -SO<sub>2</sub>NR<sub>6</sub>R<sub>7</sub>, optionally substituted arylalkyloxyalkyl, optionally substituted -alkyl-O-alkyl-aryl, optionally substituted -alkyl-O-alkyl-heteroaryl, optionally substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, optionally substituted aryloxyaryl, optionally substituted aryloxyheteroaryl, optionally substituted C<sub>1-6</sub>alkylaryloxyaryl, optionally substituted C<sub>1-6</sub>alkylaryloxyheteroaryl, optionally substituted alkylaryloxyalkylamines, optionally substituted alkoxycarbonyl, optionally substituted aryloxycarbonyl, or optionally substituted heteroaryloxy carbonyl;

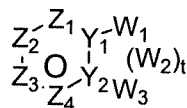
R<sub>2</sub> is hydrogen, optionally substituted C<sub>1-6</sub>alkyl, optionally substituted C<sub>2-6</sub>alkenyl, optionally substituted C<sub>2-6</sub>alkynyl, halogen, cyano, N-R<sub>6</sub>R<sub>7</sub>, optionally substituted

C<sub>1-6</sub>alkoxy, hydroxy; optionally substituted aryl, optionally substituted heteroaryl, COOR<sub>6</sub>, optionally substituted alkyl aryloxy alkylamines, optionally substituted aryloxy, optionally substituted heteroaryloxy, optionally substituted C<sub>3-6</sub>alkenyloxy, optionally substituted C<sub>3-6</sub>alkynyloxy, C<sub>1-6</sub>alkylamino- C<sub>1-6</sub>alkoxy, alkylene dioxy, optionally substituted aryloxy- C<sub>1-6</sub>alkyl amine, C<sub>1-6</sub>perfluoro alkyl, S(O)<sub>q</sub>-optionally substituted C<sub>1-6</sub>alkyl, S(O)<sub>q</sub>- optionally substituted aryl where q is 0, 1 or 2, CONR<sub>6</sub>R<sub>7</sub>, guanidino or cyclic guanidino, optionally substituted C<sub>1-6</sub>alkylaryl, optionally substituted arylalkyl, optionally substituted C<sub>1-6</sub>alkylheteroaryl, optionally substituted heteroaryl- C<sub>1-6</sub>alkyl, optionally substituted C<sub>1-6</sub>alkyl mono or bicyclic saturated heterocycles, optionally substituted arylalkenyl of 8 to 16 carbon atoms, SO<sub>2</sub>NR<sub>6</sub>R<sub>7</sub>, optionally substituted arylalkyloxyalkyl, optionally substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, optionally substituted aryloxyaryl, optionally substituted aryloxyheteroaryl, substituted heteroaryloxyaryl, optionally substituted C<sub>1-6</sub>alkyl aryloxyaryl, optionally substituted C<sub>1-6</sub>alkylaryloxyheteroaryl, optionally substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, or optionally substituted alkylaryloxyalkylamine;

R<sub>4</sub> is H, optionally substituted C<sub>1-6</sub>alkyl, one of R<sub>4</sub> is OH, C<sub>1-6</sub>alkoxy, -S-C<sub>1-6</sub>alkyl, COOR<sub>6</sub>, -NR<sub>6</sub>R<sub>7</sub>, -CONR<sub>6</sub>R<sub>7</sub>; or R<sub>4</sub>R<sub>4</sub> may together be =O or R<sub>4</sub>R<sub>4</sub> together with the carbon to which they are attached may form a spiro system of five to eight members with or without the presence of heteroatoms selected from N, O, S=(O)<sub>n</sub> where n =0 to 2, and N-R<sub>1</sub>; and

R<sub>6</sub> and R<sub>7</sub> are independently H, optionally substituted C<sub>1-6</sub>alkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted C<sub>1-6</sub>alkylaryl, optionally substituted arylalkyl, optionally substituted heteroarylalkyl, optionally substituted C<sub>1-6</sub>alkylheteroaryl, or R<sub>6</sub> and R<sub>7</sub> together with the N to which they are attached, may form a 3-7 membered saturated ring system said ring system in addition to the N to which R<sub>6</sub> and R<sub>7</sub> are attached optionally having one or two heteroatoms selected from N, O, or S.

15. (Previously Amended) The process according to claim 11, wherein one of A and B is a fused bicyclic heteroaryl group having the formula:



16-C

wherein

Z1, Z2, Z3 and Z4 are independently CR<sub>2</sub> or N provided one of Z1 –Z4 is carbon and is bonded to the remainder of the molecule;

W<sub>1</sub>, W<sub>2</sub> and W<sub>3</sub> are independently CR<sub>4</sub>R<sub>4</sub>, S, SO, SO<sub>2</sub>, O, or N-R<sub>1</sub>; with the proviso that no S-S or O-O or S-O bond formation can occur to form the saturated ring system;

t= 1 to 4;

Y<sub>1</sub> and Y<sub>2</sub> are each C;

R<sub>1</sub> is H, optionally substituted C<sub>1-6</sub>alkyl, optionally substituted aryl, optionally substituted heteroaryl or mono or bicyclic saturated heterocycles, optionally substituted C<sub>5-7</sub>cycloalkyl, optionally substituted C<sub>3-6</sub>alkenyl, optionally substituted C<sub>3-6</sub>alkynyl with the proviso that neither the double bond nor the triple bond should be present at the carbon atom which is directly linked to N; optionally substituted C<sub>1-6</sub>perfluoroalkyl, -S(O)<sub>p</sub> optionally substituted alkyl or aryl where p is 0-2, optionally substituted -C=O heteroaryl, optionally substituted -C=O aryl, optionally substituted -(C=O)C<sub>1-6</sub>alkyl, optionally substituted -C=O(C<sub>5-6</sub>)cycloalkyl, optionally substituted -C=O mono or bicyclic saturated heterocycles, optionally substituted C<sub>1-6</sub>alkylaryl, optionally substituted C<sub>1-6</sub>alkyl heteroaryl, optionally substituted aryl- C<sub>1-6</sub>alkyl, optionally substituted heteroaryl- C<sub>1-6</sub>alkyl, optionally substituted C<sub>1-6</sub>alkyl mono or bicyclic saturated heterocycles, optionally substituted arylalkenyl of 8 to 16 carbon atoms, -CONR<sub>6</sub>R<sub>7</sub>, -SO<sub>2</sub>NR<sub>6</sub>R<sub>7</sub>, optionally substituted arylalkyloxyalkyl, optionally substituted -

alkyl-O-alkyl-aryl, optionally substituted -alkyl-O-alkyl-heteroaryl, optionally substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, optionally substituted aryloxyaryl, optionally substituted aryloxyheteroaryl, optionally substituted C<sub>1-6</sub>alkylaryloxyaryl, optionally substituted C<sub>1-6</sub>alkylaryloxyheteroaryl, optionally substituted alkylaryloxyalkylamines, optionally substituted alkoxycarbonyl, optionally substituted aryloxy carbonyl, or optionally substituted heteroaryloxy carbonyl;

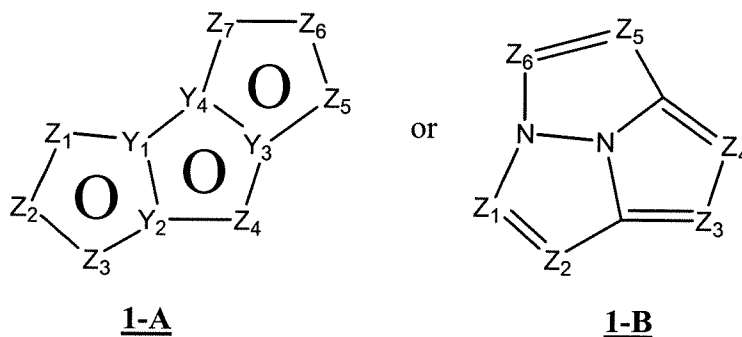
R<sub>2</sub> is hydrogen, optionally substituted C<sub>1-6</sub>alkyl, optionally substituted C<sub>2-6</sub>alkenyl, optionally substituted C<sub>2-6</sub>alkynyl, halogen, cyano, N-R<sub>6</sub>R<sub>7</sub>, optionally substituted C<sub>1-6</sub>alkoxy, hydroxy; optionally substituted aryl, optionally substituted heteroaryl, COOR<sub>6</sub>, optionally substituted alkyl aryloxy alkylamines, optionally substituted aryloxy, optionally substituted heteroaryloxy, optionally substituted C<sub>3-6</sub>alkenyloxy, optionally substituted C<sub>3-6</sub>alkynyloxy, C<sub>1-6</sub>alkylamino- C<sub>1-6</sub>alkoxy, alkylene dioxy, optionally substituted aryloxy-C<sub>1-6</sub>alkyl amine, C<sub>1-6</sub>perfluoro alkyl, S(O)<sub>q</sub>-optionally substituted C<sub>1-6</sub>alkyl, S(O)<sub>q</sub>- optionally substituted aryl where q is 0, 1 or 2, CONR<sub>6</sub>R<sub>7</sub>, guanidino or cyclic guanidino, optionally substituted C<sub>1-6</sub>alkylaryl, optionally substituted arylalkyl, optionally substituted C<sub>1-6</sub>alkylheteroaryl, optionally substituted heteroaryl- C<sub>1-6</sub>alkyl, optionally substituted C<sub>1-6</sub>alkyl mono or bicyclic saturated heterocycles, optionally substituted arylalkenyl of 8 to 16 carbon atoms, SO<sub>2</sub>NR<sub>6</sub>R<sub>7</sub>, optionally substituted arylalkyloxyalkyl, optionally substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, optionally substituted aryloxyaryl, optionally substituted aryloxyheteroaryl, substituted heteroaryloxyaryl, optionally substituted C<sub>1-6</sub>alkyl aryloxyaryl, optionally substituted C<sub>1-6</sub>alkylaryloxyheteroaryl, optionally substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, or optionally substituted alkylaryloxyalkylamine;

R<sub>4</sub> is H, optionally substituted C<sub>1-6</sub>alkyl, one of R<sub>4</sub> is OH, C<sub>1-6</sub>alkoxy, -S-C<sub>1-6</sub>alkyl, COOR<sub>6</sub>, -NR<sub>6</sub>R<sub>7</sub>, -CONR<sub>6</sub>R<sub>7</sub> ; or R<sub>4</sub>R<sub>4</sub> may together be =O or R<sub>4</sub>R<sub>4</sub> together with the carbon to which they are attached may form a spiro system of five to eight

members with or without the presence of heteroatoms selected from N, O, S=(O)<sub>n</sub>  
where n =0 to 2, and N-R<sub>1</sub>; and

R<sub>6</sub> and R<sub>7</sub> are independently H, optionally substituted C<sub>1-6</sub>alkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted C<sub>1-6</sub>alkylaryl, optionally substituted arylalkyl, optionally substituted heteroarylalkyl, optionally substituted C<sub>1-6</sub>alkylheteroaryl, or R<sub>6</sub> and R<sub>7</sub> together with the N to which they are attached, may form a 3-7 membered saturated ring system said ring system in addition to the N to which R<sub>6</sub> and R<sub>7</sub> are attached optionally having one or two heteroatoms selected from N, O, or S.

16. (Currently Amended) The process according to claim 11, wherein one of A and B is a fused tricyclic heteroaryl group having the formula:



wherein Z<sub>1</sub>, Z<sub>2</sub>, Z<sub>3</sub>, Z<sub>4</sub>, Z<sub>5</sub>, Z<sub>6</sub> and Z<sub>7</sub> are independently CR<sub>2</sub>, N, O, S or N-R<sub>1</sub> provided one of Z<sub>1</sub> - Z<sub>7</sub> is a carbon atom to which the remainder of the molecule is attached;

R<sub>1</sub> is H, optionally substituted alkyl, optionally substituted aryl, optionally substituted heteroaryl or mono or bicyclic saturated heterocycles, optionally substituted cycloalkyl, optionally substituted alkenyl, optionally substituted alkynyl with the proviso that neither the double bond nor the triple bond should be present at the carbon atom which is directly linked to N; optionally substituted perfluoroalkyl, -S(O)<sub>p</sub> optionally substituted alkyl or aryl where p is 0-2, optionally substituted -C=O heteroaryl, optionally substituted -C=O aryl, optionally substituted

-C=Oalkyl, optionally substituted -C=Ocycloalkyl, optionally substituted -C=O mono or bicyclic saturated heterocycles, optionally substituted C<sub>1-6</sub>alkylaryl, optionally substituted C<sub>1-6</sub>alkylheteroaryl, optionally substituted aryl-C<sub>1-6</sub>alkyl, optionally substituted heteroaryl-C<sub>1-6</sub>alkyl, optionally substituted C<sub>1-6</sub>alkyl mono or bicyclic saturated heterocycles, optionally substituted arylalkenyl of 8 to 16 carbon atoms, -CONR<sub>6</sub>R<sub>7</sub>, -SO<sub>2</sub>NR<sub>6</sub>R<sub>7</sub>, optionally substituted arylalkyloxyalkyl, optionally substituted -alkyl-O-alkyl-aryl, optionally substituted -alkyl-O-alkyl-heteroaryl, optionally substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, optionally substituted aryloxyaryl, optionally substituted aryloxyheteroaryl, optionally substituted C<sub>1-6</sub>alkylaryloxyaryl, optionally substituted C<sub>1-6</sub>alkylaryloxyheteroaryl, optionally substituted alkylaryloxyalkylamines, optionally substituted alkoxycarbonyl, optionally substituted aryloxy carbonyl, or optionally substituted heteroaryloxy carbonyl;

R<sub>2</sub> is hydrogen, optionally substituted C<sub>1-6</sub>alkyl, optionally substituted C<sub>2-6</sub>alkenyl, optionally substituted C<sub>2-6</sub>alkynyl, halogen, cyano, N-R<sub>6</sub>R<sub>7</sub>, optionally substituted C<sub>1-6</sub>alkoxy, hydroxy; optionally substituted aryl, optionally substituted heteroaryl, COOR<sub>6</sub>, optionally substituted alkylaryloxyalkylamines, optionally substituted aryloxy, optionally substituted heteroaryloxy, optionally substituted C<sub>1-6</sub>alkenyloxy, optionally substituted C<sub>3-6</sub>alkynyloxy, C<sub>1-6</sub>alkylamino-C<sub>1-6</sub>alkoxy, alkylendioxy, optionally substituted aryloxy-C<sub>1-6</sub>alkyl amine, C<sub>1-6</sub>perfluoroalkyl, S(O)<sub>q</sub>-optionally substituted C<sub>1-6</sub>alkyl, S(O)<sub>q</sub>-optionally substituted aryl where q is 0, 1 or 2, CONR<sub>6</sub>R<sub>7</sub>, guanidino or cyclic guanidino, optionally substituted alkylaryl, optionally substituted arylalkyl, optionally substituted C<sub>1-6</sub>alkylheteroaryl, optionally substituted heteroaryl-C<sub>1-6</sub>alkyl, optionally substituted C<sub>1-6</sub>alkyl mono or bicyclic saturated heterocycles, optionally substituted arylalkenyl of 8 to 16 carbon atoms, SO<sub>2</sub>NR<sub>6</sub>R<sub>7</sub>, optionally substituted arylalkyloxyalkyl, optionally substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, optionally substituted aryloxyaryl, optionally substituted aryloxyheteroaryl, substituted heteroaryloxyaryl, optionally substituted C<sub>1-6</sub>alkylaryloxyaryl, optionally substituted C<sub>1-6</sub>alkylaryloxyheteroaryl, optionally



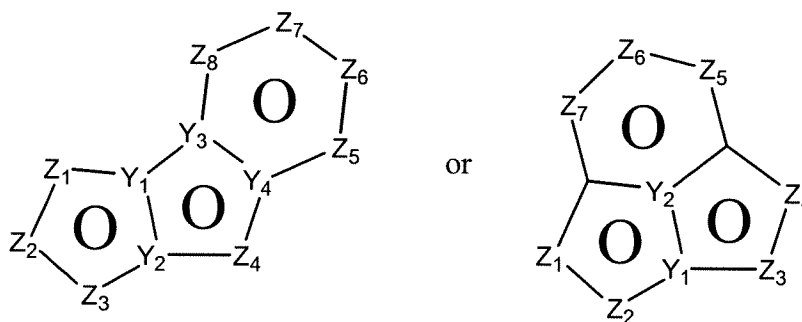
substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, or optionally substituted alkylaryloxyalkylamine;

R<sub>6</sub> and R<sub>7</sub> are independently H, optionally substituted C<sub>1-6</sub>alkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted C<sub>1-6</sub>alkyl aryl, optionally substituted arylalkyl, optionally substituted heteroarylalkyl, optionally substituted C<sub>1-6</sub>alkyl heteroaryl, or R<sub>6</sub> and R<sub>7</sub> together with the N to which they are attached, may form a 3-7 membered saturated ring system said ring system in addition to the N to which R<sub>6</sub> and R<sub>7</sub> are attached optionally having one or two heteroatoms selected from N-R<sub>1</sub>, O, and S(O)<sub>n</sub> where n = 0-2;

Y<sub>1</sub> and Y<sub>2</sub> may independently be C or N; with the proviso that in formula 1-A, at least one of Y<sub>1</sub> and Y<sub>2</sub> is C; and

Y<sub>3</sub> and Y<sub>4</sub> may independently be C or N provided both are not N. ~~Y<sub>3</sub> is C and Y<sub>4</sub> is C or N, or Y<sub>4</sub> is C and Y<sub>3</sub> is C or N, or Y<sub>3</sub> is N and Y<sub>4</sub> is C, or Y<sub>3</sub> is C and Y<sub>4</sub> is N~~

17. (Previously Amended) The process according to claim 11 wherein one of A and B is a tricyclic heteroaryl group having the formula:



**2-A**

**2-B**

wherein Z<sub>1</sub>, Z<sub>2</sub>, Z<sub>3</sub>, and Z<sub>4</sub> are independently CR<sub>2</sub>, N, O, S or N-R<sub>1</sub>; Z<sub>5</sub>, Z<sub>6</sub>, Z<sub>7</sub> and Z<sub>8</sub> are independently CR<sub>2</sub> or N; provided one of the Z<sub>1</sub> - Z<sub>8</sub> is a carbon atom to which the remainder of the molecule is attached;

R<sub>1</sub> is H, optionally substituted alkyl, optionally substituted aryl, optionally substituted heteroaryl or mono or bicyclic saturated heterocycles, optionally substituted

cycloalkyl, optionally substituted alkenyl, optionally substituted alkynyl with the proviso that neither the double bond nor the triple bond should be present at the carbon atom which is directly linked to N; optionally substituted perfluoroalkyl, -S(O)<sub>p</sub> optionally substituted alkyl or aryl where p is 0-2, optionally substituted -C=Oheteroaryl, optionally substituted -C=Oaryl, optionally substituted -C=Oalkyl, optionally substituted -C=Ocycloalkyl, optionally substituted -C=O mono or bicyclic saturated heterocycles, optionally substituted C<sub>1-6</sub>alkylaryl, optionally substituted C<sub>1-6</sub>alkylheteroaryl, optionally substituted aryl-C<sub>1-6</sub>alkyl, optionally substituted heteroaryl-C<sub>1-6</sub>alkyl, optionally substituted C<sub>1-6</sub>alkyl mono or bicyclic saturated heterocycles, optionally substituted arylalkenyl of 8 to 16 carbon atoms, -CONR<sub>6</sub>R<sub>7</sub>, -SO<sub>2</sub>NR<sub>6</sub>R<sub>7</sub>, optionally substituted arylalkyloxyalkyl, optionally substituted -alkyl-O-alkyl-aryl, optionally substituted -alkyl-O-alkyl-heteroaryl, optionally substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, optionally substituted aryloxyaryl, optionally substituted aryloxyheteroaryl, optionally substituted C<sub>1-6</sub>alkylaryloxyaryl, optionally substituted C<sub>1-6</sub>alkylaryloxyheteroaryl, optionally substituted alkylaryloxyalkylamines, optionally substituted alkoxycarbonyl, optionally substituted aryloxycarbonyl, or optionally substituted heteroaryloxy carbonyl;

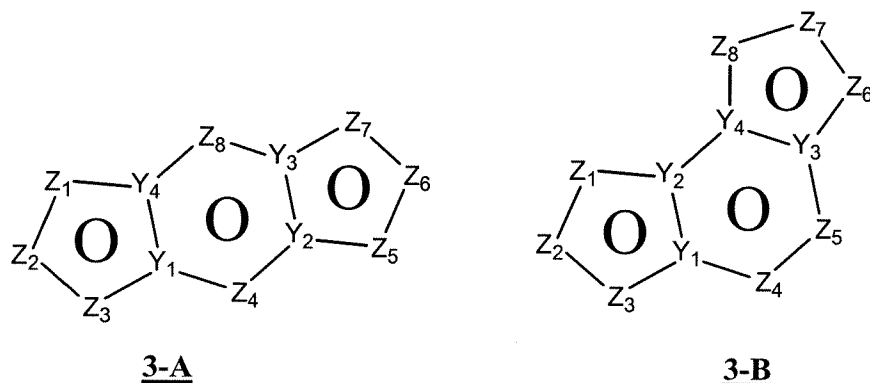
R<sub>2</sub> is hydrogen, optionally substituted C<sub>1-6</sub>alkyl, optionally substituted C<sub>2-6</sub>alkenyl, optionally substituted C<sub>2-6</sub>alkynyl, halogen, cyano, N-R<sub>6</sub>R<sub>7</sub>, optionally substituted C<sub>1-6</sub>alkoxy, hydroxy; optionally substituted aryl, optionally substituted heteroaryl, COOR<sub>6</sub>, optionally substituted alkylaryloxyalkylamines, optionally substituted aryloxy, optionally substituted heteroaryloxy, optionally substituted C3-C6 alkenyloxy, optionally substituted C<sub>3-6</sub>alkynyloxy, C<sub>1-6</sub>alkylamino-C<sub>1-6</sub>alkoxy, alkylenedioxy, optionally substituted aryloxy-C1-C6 alkyl amine, C<sub>1-6</sub> perfluoro alkyl, S(O)<sub>q</sub>-optionally substituted C<sub>1-6</sub>alkyl, S(O)<sub>q</sub>- optionally substituted aryl where q is 0, 1 or 2, CONR<sub>6</sub>R<sub>7</sub>, guanidino or cyclic guanidino, optionally substituted alkylaryl, optionally substituted arylalkyl, optionally substituted C<sub>1-6</sub>alkylheteroaryl, optionally substituted heteroaryl-C<sub>1-6</sub>alkyl, optionally substituted C<sub>1-6</sub>alkyl mono or bicyclic saturated heterocycles, optionally substituted arylalkenyl of 8 to 16 carbon atoms, SO<sub>2</sub>NR<sub>6</sub>R<sub>7</sub>, optionally substituted

arylalkyloxyalkyl, optionally substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, optionally substituted aryloxyaryl, optionally substituted aryloxyheteroaryl, substituted heteroaryloxyaryl, optionally substituted C<sub>1-6</sub>alkylaryloxyaryl, optionally substituted C<sub>1-6</sub>alkylaryloxyheteroaryl, optionally substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, or optionally substituted alkylaryloxyalkylamine;

R<sub>6</sub> and R<sub>7</sub> are independently H, optionally substituted C<sub>1-6</sub>alkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted C<sub>1-6</sub>alkylaryl, optionally substituted arylalkyl, optionally substituted heteroarylalkyl, optionally substituted C<sub>1-6</sub>alkyl heteroaryl, or R<sub>6</sub> and R<sub>7</sub> together with the N to which they are attached, may form a 3-7 membered saturated ring system said ring system in addition to the N to which R<sub>6</sub> and R<sub>7</sub> are attached optionally having one or two heteroatoms selected from N-R<sub>1</sub>, O, and S(O)<sub>n</sub> where n = 0-2; and

Y<sub>1</sub> and Y<sub>2</sub> are independently C or N; Y<sub>3</sub> and Y<sub>4</sub> are C; provided that in formula 2A, at least one of Y<sub>1</sub> and Y<sub>2</sub> is C; and provided that in formula 2-B, Y<sub>2</sub> is C, and Y<sub>1</sub> is C or N, Y<sub>3</sub> is C and Y<sub>4</sub> is C or N, or Y<sub>3</sub> is N and Y<sub>4</sub> is C.

18. (Previously Amended) The process according to claim 11 wherein one of A and B is a tricyclic heteroaryl group having the formula:



wherein in formula 3-A, Z<sub>1</sub>, Z<sub>2</sub>, Z<sub>3</sub>, Z<sub>5</sub>, Z<sub>6</sub>, and Z<sub>7</sub> are independently CR<sub>2</sub>, N, O, S or N-R<sub>1</sub>; and in formula 3-A, Z<sub>4</sub> and Z<sub>8</sub> are independently CR<sub>2</sub> or N; in formula 3-B, Z<sub>1</sub>, Z<sub>2</sub>, Z<sub>3</sub>, Z<sub>6</sub>, Z<sub>7</sub>, and Z<sub>8</sub> are independently CR<sub>2</sub>, N, O, S or N-R<sub>1</sub>; and in formula 3-

B, Z<sub>4</sub> and Z<sub>5</sub> are independently CR<sub>2</sub> or N; provided one of Z<sub>1</sub> – Z<sub>8</sub> is a carbon atom to which the remainder of the molecule is attached;

R<sub>1</sub> is H, optionally substituted alkyl, optionally substituted aryl, optionally substituted heteroaryl or mono or bicyclic saturated heterocycles, optionally substituted cycloalkyl, optionally substituted alkenyl, optionally substituted alkynyl with the proviso that neither the double bond nor the triple bond should be present at the carbon atom which is directly linked to N; optionally substituted perfluoroalkyl, -S(O)<sub>p</sub> optionally substituted alkyl or aryl where p is 0-2, optionally substituted -C=O heteroaryl, optionally substituted -C=O aryl, optionally substituted -C=O alkyl, optionally substituted -C=O cycloalkyl, optionally substituted -C=O mono or bicyclic saturated heterocycles, optionally substituted C1-C6 alkylaryl, optionally substituted C1-C6 alkylheteroaryl, optionally substituted aryl-C1-C6 alkyl, optionally substituted heteroaryl-C1-C6 alkyl, optionally substituted C1-C6 alkyl mono or bicyclic saturated heterocycles, optionally substituted arylalkenyl of 8 to 16 carbon atoms, -CONR<sub>6</sub>R<sub>7</sub>, -SO<sub>2</sub>NR<sub>6</sub>R<sub>7</sub>, optionally substituted arylalkyloxyalkyl, optionally substituted -alkyl-O-alkyl-aryl, optionally substituted -alkyl-O-alkyl-heteroaryl, optionally substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, optionally substituted aryloxyaryl, optionally substituted aryloxyheteroaryl, optionally substituted C1-C6 alkylaryloxyaryl, optionally substituted C1-C6 alkylaryloxyheteroaryl, optionally substituted alkylaryloxyalkylamines, optionally substituted alkoxycarbonyl, optionally substituted aryloxycarbonyl, or optionally substituted heteroaryloxy carbonyl;

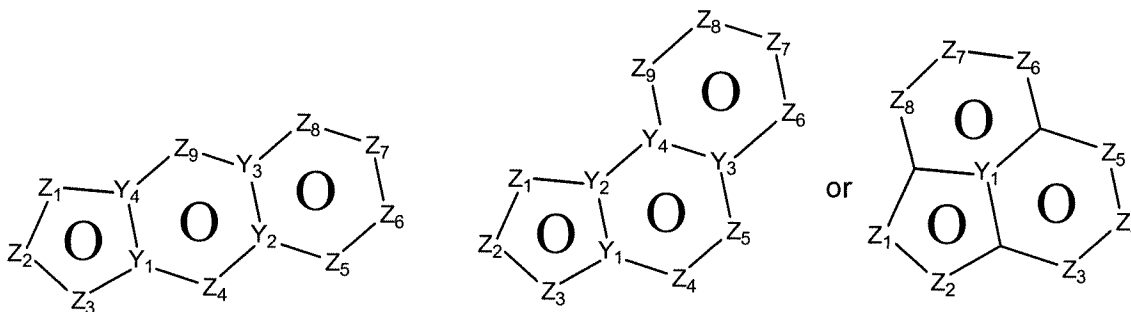
R<sub>2</sub> is hydrogen, optionally substituted C1-C6 alkyl, optionally substituted C2-C6 alkenyl, optionally substituted C2-C6 alkynyl, halogen, cyano, N-R<sub>6</sub>R<sub>7</sub>, optionally substituted C1-C6 alkoxy, hydroxy; optionally substituted aryl, optionally substituted heteroaryl, COOR<sub>6</sub>, optionally substituted alkylaryloxyalkylamines, optionally substituted aryloxy, optionally substituted heteroaryloxy, optionally substituted C3-C6 alkenyloxy, optionally substituted C3-C6 alkynyloxy, C1-C6 alkylamino-C1-C6 alkoxy, alkylenedioxy, optionally substituted aryloxy-C1-C6 alkyl amine, C1-C6 perfluoro alkyl, S(O)<sub>q</sub>-optionally substituted C1-C6 alkyl,

S(O)<sub>q</sub>- optionally substituted aryl where q is 0, 1 or 2, CONR<sub>6</sub>R<sub>7</sub>, guanidino or cyclic guanidino, optionally substituted alkylaryl, optionally substituted arylalkyl, optionally substituted C1-C6 alkylheteroaryl, optionally substituted heteroaryl-C1-C6 alkyl, optionally substituted C1-C6 alkyl mono or bicyclic saturated heterocycles, optionally substituted arylalkenyl of 8 to 16 carbon atoms, SO<sub>2</sub>NR<sub>6</sub>R<sub>7</sub>, optionally substituted arylalkyloxyalkyl, optionally substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, optionally substituted aryloxyaryl, optionally substituted aryloxyheteroaryl, substituted heteroaryloxyaryl, optionally substituted C1-C6alkyl aryloxyaryl, optionally substituted C1-C6 alkylaryloxyheteroaryl, optionally substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, or optionally substituted alkylaryloxyalkylamine;

R<sub>6</sub> and R<sub>7</sub> are independently H, optionally substituted C1-C6 alkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted C1-C6 alkyl aryl, optionally substituted arylalkyl, optionally substituted heteroarylalkyl, optionally substituted C1-C6 alkyl heteroaryl, or R<sub>6</sub> and R<sub>7</sub> together with the N to which they are attached, may form a 3-7 membered saturated ring system said ring system in addition to the N to which R<sub>6</sub> and R<sub>7</sub> are attached optionally having one or two heteroatoms selected from N-R<sub>1</sub>, O, and S(O)<sub>n</sub> where n = 0-2; and

Y<sub>1</sub>, Y<sub>2</sub>, Y<sub>3</sub> and Y<sub>4</sub> are C.

19. (Previously Amended) The process according to claim 11 wherein one of A and B is a tricyclic heteroaryl group having the formula:



**4-A**

**4-B**

**4-C**

wherein  $Z_1$ ,  $Z_2$ , and  $Z_3$ , are independently  $CR_2$ , N, O, S or N- $R_1$ ; and  $Z_4$ ,  $Z_5$ ,  $Z_6$ ,  $Z_7$ ,  $Z_8$  and  $Z_9$  are independently  $CR_2$  or N; provided one of the  $Z_1 - Z_9$  is a carbon atom to which the remainder of the molecule is attached; provided that in formula 4-C,  $Z_3$  cannot be O, S or N- $R_1$ ;

$R_1$  is H, optionally substituted alkyl, optionally substituted aryl, optionally substituted heteroaryl or mono or bicyclic saturated heterocycles, optionally substituted cycloalkyl, optionally substituted alkenyl, optionally substituted alkynyl with the proviso that neither the double bond nor the triple bond should be present at the carbon atom which is directly linked to N; optionally substituted perfluoroalkyl, -S(O)<sub>p</sub> optionally substituted alkyl or aryl where p is 0-2, optionally substituted -C=O heteroaryl, optionally substituted -C=O aryl, optionally substituted -C=O alkyl, optionally substituted -C=O cycloalkyl, optionally substituted -C=O mono or bicyclic saturated heterocycles, optionally substituted C1-C6 alkylaryl, optionally substituted C1-C6 alkylheteroaryl, optionally substituted aryl-C1-C6 alkyl, optionally substituted heteroaryl-C1-C6 alkyl, optionally substituted C1-C6 alkyl mono or bicyclic saturated heterocycles, optionally substituted arylalkenyl of 8 to 16 carbon atoms, -CONR<sub>6</sub>R<sub>7</sub>, -SO<sub>2</sub>NR<sub>6</sub>R<sub>7</sub>, optionally substituted arylalkyloxyalkyl, optionally substituted -alkyl-O-alkyl-aryl, optionally substituted -alkyl-O-alkyl-heteroaryl, optionally substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, optionally substituted aryloxyaryl, optionally substituted aryloxyheteroaryl, optionally substituted C1-C6 alkylaryloxyaryl, optionally substituted C1-C6 alkylaryloxyheteroaryl, optionally substituted alkylaryloxyalkylamines, optionally substituted alkoxycarbonyl, optionally substituted aryloxycarbonyl, or optionally substituted heteroaryloxy carbonyl;

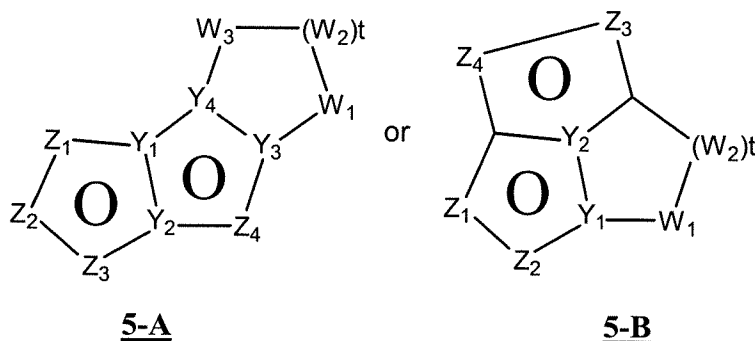
$R_2$  is hydrogen, optionally substituted C1-C6 alkyl, optionally substituted C2-C6 alkenyl, optionally substituted C2-C6 alkynyl, halogen, cyano, N-R<sub>6</sub>R<sub>7</sub>, optionally substituted C1-C6 alkoxy, hydroxy; optionally substituted aryl, optionally substituted heteroaryl, COOR<sub>6</sub>, optionally substituted alkylaryloxyalkylamines, optionally substituted aryloxy, optionally substituted heteroaryloxy, optionally

substituted C3-C6 alkenyloxy, optionally substituted C3-C6 alkynyloxy, C1-C6 alkylamino-C1-C6 alkoxy, alkylenedioxy, optionally substituted aryloxy-C1-C6 alkyl amine, C1-C6 perfluoro alkyl, S(O)<sub>q</sub>-optionally substituted C1-C6 alkyl, S(O)<sub>q</sub>- optionally substituted aryl where q is 0, 1 or 2, CONR<sub>6</sub>R<sub>7</sub>, guanidino or cyclic guanidino, optionally substituted alkylaryl, optionally substituted arylalkyl, optionally substituted C1-C6 alkylheteroaryl, optionally substituted heteroaryl-C1-C6 alkyl, optionally substituted C1-C6 alkyl mono or bicyclic saturated heterocycles, optionally substituted arylalkenyl of 8 to 16 carbon atoms, SO<sub>2</sub>NR<sub>6</sub>R<sub>7</sub>, optionally substituted arylalkyloxyalkyl, optionally substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, optionally substituted aryloxyaryl, optionally substituted aryloxyheteroaryl, substituted heteroaryloxyaryl, optionally substituted C1-C6alkyl aryloxyaryl, optionally substituted C1-C6 alkylaryloxyheteroaryl, optionally substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, or optionally substituted alkylaryloxyalkylamine;

R<sub>6</sub> and R<sub>7</sub> are independently H, optionally substituted C1-C6 alkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted C1-C6 alkyl aryl, optionally substituted arylalkyl, optionally substituted heteroarylalkyl, optionally substituted C1-C6 alkyl heteroaryl, or R<sub>6</sub> and R<sub>7</sub> can be together with the N to which they are attached, may form a 3-7 membered saturated ring system said ring system in addition to the N to which R<sub>6</sub> and R<sub>7</sub> are attached optionally having one or two heteroatoms selected from N-R<sub>1</sub>, O, and S(O)<sub>n</sub> where n = 0-2; and

Y<sub>1</sub>, Y<sub>2</sub>, Y<sub>3</sub> and Y<sub>4</sub> are C.

20. (Currently Amended) The process according to claim 11 wherein one of A and B is a tricyclic heteroaryl group having the formula:



wherein  $Z_1$ ,  $Z_2$ ,  $Z_3$  and  $Z_4$  are independently  $CR_2$ , N, O, S or  $N-R_1$  provided one of  $Z_1$  -  $Z_4$  is a carbon atom to which the remainder of the molecule is attached;

$Y_1$ ,  $Y_2$ ,  $Y_3$  and  $Y_4$  may independently be C or N; provided that in formula 5-A, at least one of  $Y_1$  and  $Y_2$  is C and at least one of  $Y_3$  and  $Y_4$  is C; and provided that in formula 5-B,  $Y_1$  and  $Y_2$  are C;

$W_1$ ,  $W_2$  and  $W_3$  are independently  $CR_4R_4$ ,  $S(O)_r$  where  $r$  is 0-2, O, or  $N-R_1$  with the proviso that no S-S, S-O or O-O bond formation can occur to form a saturated ring;

$R_1$  is H, optionally substituted alkyl, optionally substituted aryl, optionally substituted heteroaryl or mono or bicyclic saturated heterocycles, optionally substituted cycloalkyl, optionally substituted alkenyl, optionally substituted alkynyl with the proviso that neither the double bond nor the triple bond should be present at the carbon atom which is directly linked to N; optionally substituted perfluoroalkyl,  $-S(O)_p$  optionally substituted alkyl or aryl where  $p$  is 0-2, optionally substituted  $-C=O$ heteroaryl, optionally substituted  $-C=O$ aryl, optionally substituted  $-C=O$ alkyl, optionally substituted  $-C=O$ cycloalkyl, optionally substituted  $-C=O$  mono or bicyclic saturated heterocycles, optionally substituted C1-C6 alkylaryl, optionally substituted C1-C6 alkylheteroaryl, optionally substituted aryl-C1-C6alkyl, optionally substituted heteroaryl-C1-C6alkyl, optionally substituted C1-C6 alkyl mono or bicyclic saturated heterocycles, optionally substituted arylalkenyl of 8 to 16 carbon atoms,  $-CONR_6R_7$ ,  $-SO_2NR_6R_7$ , optionally substituted arylalkyloxyalkyl, optionally substituted  $-alkyl-O-alkyl-aryl$ ,



optionally substituted -alkyl-O-alkyl-heteroaryl, optionally substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, optionally substituted aryloxyaryl, optionally substituted aryloxyheteroaryl, optionally substituted C1-C6alkylaryloxyaryl, optionally substituted C1-C6 alkylaryloxyheteroaryl, optionally substituted alkylaryloxyalkylamines, optionally substituted alkoxycarbonyl, optionally substituted aryloxycarbonyl, or optionally substituted heteroaryloxy carbonyl;

R<sub>2</sub> is hydrogen, optionally substituted C1-C6 alkyl, optionally substituted C2-C6 alkenyl, optionally substituted C2-C6 alkynyl, halogen, cyano, N-R<sub>6</sub>R<sub>7</sub>, optionally substituted C1-C6 alkoxy, hydroxy; optionally substituted aryl, optionally substituted heteroaryl, COOR<sub>6</sub>, optionally substituted alkylaryloxyalkylamines, optionally substituted aryloxy, optionally substituted heteroaryloxy, optionally substituted C3-C6 alkenyloxy, optionally substituted C3-C6 alkynyloxy, C1-C6 alkylamino-C1-C6 alkoxy, alkylendioxy, optionally substituted aryloxy-C1-C6 alkyl amine, C1-C6 perfluoro alkyl, S(O)<sub>q</sub>-optionally substituted C1-C6 alkyl, S(O)<sub>q</sub>- optionally substituted aryl where q is 0, 1 or 2, CONR<sub>6</sub>R<sub>7</sub>, guanidino or cyclic guanidino, optionally substituted alkylaryl, optionally substituted arylalkyl, optionally substituted C1-C6 alkylheteroaryl, optionally substituted heteroaryl-C1-C6 alkyl, optionally substituted C1-C6 alkyl mono or bicyclic saturated heterocycles, optionally substituted arylalkenyl of 8 to 16 carbon atoms, SO<sub>2</sub>NR<sub>6</sub>R<sub>7</sub>, optionally substituted arylalkyloxyalkyl, optionally substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, optionally substituted aryloxyaryl, optionally substituted aryloxyheteroaryl, substituted heteroaryloxyaryl, optionally substituted C1-C6alkyl aryloxyaryl, optionally substituted C1-C6 alkylaryloxyheteroaryl, optionally substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, or optionally substituted alkylaryloxyalkylamine;

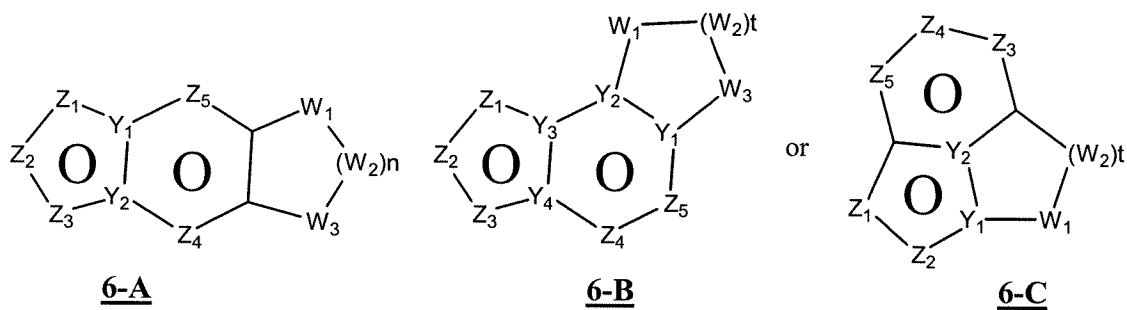
R<sub>4</sub> is H, optionally substituted C1-C6 alkyl, OH (provided both R<sub>4</sub> are not OH), C1-C6 alkoxy, -S-C1-C6 alkyl, COOR<sub>6</sub>, -NR<sub>6</sub>R<sub>7</sub>, -CONR<sub>6</sub>R<sub>7</sub> ; or R<sub>4</sub>R<sub>4</sub> may together be =O or R<sub>4</sub>R<sub>4</sub> together with the carbon to which they are attached may form a spiro

system of five to eight members with or without the presence of heteroatoms selected from N, O, S(O)<sub>n</sub> where n = 0 to 2, N-R<sub>1</sub>;

R<sub>6</sub> and R<sub>7</sub> are independently H, optionally substituted C1-C6 alkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted C1-C6 alkyl aryl, optionally substituted arylalkyl, optionally substituted heteroarylalkyl, optionally substituted C1-C6 alkyl heteroaryl, or R<sub>6</sub> and R<sub>7</sub> can be together with the N to which they are attached, may form a 3-7 membered saturated ring system said ring system in addition to the N to which R<sub>6</sub> and R<sub>7</sub> are attached optionally having one or two heteroatoms selected from N-R<sub>1</sub>, O, and S(O)<sub>n</sub> where n = 0-2; and

t = 1 to 3.

21. (Previously Amended) The process according to claim 11, wherein one of A and B is a tricyclic heteroaryl group having the formula:



wherein Z<sub>1</sub>, Z<sub>2</sub>, Z<sub>3</sub>, are independently CR<sub>2</sub>, N, O, S or N-R<sub>1</sub>; Z<sub>4</sub> and Z<sub>5</sub> are CR<sub>2</sub> or N; provided one of Z<sub>1</sub>-Z<sub>5</sub> is a carbon atom to which the remainder of the molecule is attached; provided that in formula 6-C, Z<sub>3</sub> cannot be O, S or N-R<sub>1</sub>;

Y<sub>1</sub> is independently C or N; provided that in formula 6-A and 6-B, Y<sub>1</sub> is C; Y<sub>2</sub>, Y<sub>3</sub> and Y<sub>4</sub> are C;

W<sub>1</sub>, W<sub>2</sub> and W<sub>3</sub> are independently CR<sub>4</sub>R<sub>4</sub>, S(O)<sub>r</sub> where r = 0-2, O, or N-R<sub>1</sub> with the proviso that no S-S, S-O or O-O bond formation can occur to form a saturated ring;

R<sub>1</sub> is H, optionally substituted alkyl, optionally substituted aryl, optionally substituted heteroaryl or mono or bicyclic saturated heterocycles, optionally substituted

cycloalkyl, optionally substituted alkenyl, optionally substituted alkynyl with the proviso that neither the double bond nor the triple bond should be present at the carbon atom which is directly linked to N; optionally substituted perfluoroalkyl, -S(O)<sub>p</sub> optionally substituted alkyl or aryl where p is 0-2, optionally substituted -C=Oheteroaryl, optionally substituted -C=Oaryl, optionally substituted -C=Oalkyl, optionally substituted -C=Ocycloalkyl, optionally substituted -C=O mono or bicyclic saturated heterocycles, optionally substituted C1-C6 alkylaryl, optionally substituted C1-C6 alkylheteroaryl, optionally substituted aryl-C1-C6alkyl, optionally substituted heteroaryl-C1-C6alkyl, optionally substituted C1-C6 alkyl mono or bicyclic saturated heterocycles, optionally substituted arylalkenyl of 8 to 16 carbon atoms, -CONR<sub>6</sub>R<sub>7</sub>, -SO<sub>2</sub>NR<sub>6</sub>R<sub>7</sub>, optionally substituted arylalkyloxyalkyl, optionally substituted -alkyl-O-alkyl-aryl, optionally substituted -alkyl-O-alkyl-heteroaryl, optionally substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, optionally substituted aryloxyaryl, optionally substituted aryloxyheteroaryl, optionally substituted C1-C6alkylaryloxyaryl, optionally substituted C1-C6 alkylaryloxyheteroaryl, optionally substituted alkylaryloxyalkylamines, optionally substituted alkoxycarbonyl, optionally substituted aryloxycarbonyl, or optionally substituted heteroaryloxy carbonyl;

R<sub>2</sub> is hydrogen, optionally substituted C1-C6 alkyl, optionally substituted C2-C6 alkenyl, optionally substituted C2-C6 alkynyl, halogen, cyano, N-R<sub>6</sub>R<sub>7</sub>, optionally substituted C1-C6 alkoxy, hydroxy; optionally substituted aryl, optionally substituted heteroaryl, COOR<sub>6</sub>, optionally substituted alkylaryloxyalkylamines, optionally substituted aryloxy, optionally substituted heteroaryloxy, optionally substituted C3-C6 alkenyloxy, optionally substituted C3-C6 alkynyloxy, C1-C6 alkylamino-C1-C6 alkoxy, alkylenedioxy, optionally substituted aryloxy-C1-C6 alkyl amine, C1-C6 perfluoro alkyl, S(O)<sub>q</sub>-optionally substituted C1-C6 alkyl, S(O)<sub>q</sub>- optionally substituted aryl where q is 0, 1 or 2, CONR<sub>6</sub>R<sub>7</sub>, guanidino or cyclic guanidino, optionally substituted alkylaryl, optionally substituted arylalkyl, optionally substituted C1-C6 alkylheteroaryl, optionally substituted heteroaryl-C1-C6 alkyl, optionally substituted C1-C6 alkyl mono or bicyclic saturated

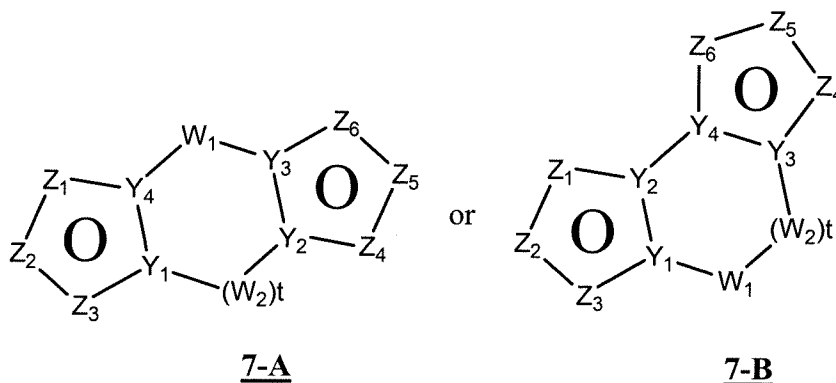
heterocycles, optionally substituted arylalkenyl of 8 to 16 carbon atoms,  $\text{SO}_2\text{NR}_6\text{R}_7$ , optionally substituted arylalkyloxyalkyl, optionally substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, optionally substituted aryloxyaryl, optionally substituted aryloxyheteroaryl, substituted heteroaryloxyaryl, optionally substituted C1-C6alkyl aryloxyaryl, optionally substituted C1-C6 alkylaryloxyheteroaryl, optionally substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, or optionally substituted alkylaryloxyalkylamine;

$\text{R}_4$  is H, optionally substituted C1-C6 alkyl, OH (provided both  $\text{R}_4$  are not OH), C1-C6 alkoxy, -S-C1-C6 alkyl,  $\text{COOR}_6$ ,  $-\text{NR}_6\text{R}_7$ ,  $-\text{CONR}_6\text{R}_7$ ; or  $\text{R}_4\text{R}_4$  may together be  $=\text{O}$  or  $\text{R}_4\text{R}_4$  together with the carbon to which they are attached may form a spiro system of five to eight members with or without the presence of heteroatoms selected from N, O,  $\text{S}(\text{O})_n$  where  $n = 0$  to 2,  $\text{N-R}_1$ ;

$\text{R}_6$  and  $\text{R}_7$  are independently H, optionally substituted C1-C6 alkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted C1-C6 alkyl aryl, optionally substituted arylalkyl, optionally substituted heteroarylalkyl, optionally substituted C1-C6 alkyl heteroaryl, or  $\text{R}_6$  and  $\text{R}_7$  to which they are attached, may form a 3-7 membered saturated ring system said ring system in addition to the N to which  $\text{R}_6$  and  $\text{R}_7$  are attached optionally having one or two heteroatoms selected from  $\text{N-R}_1$ , O, and  $\text{S}(\text{O})_n$  where  $n = 0-2$ ; and

$t = 1$  to 3.

22. (Currently Amended) The process according to claim 11 wherein one of A and B is a tricyclic heteroaryl group having the formula:



wherein  $Z_1$ ,  $Z_2$ ,  $Z_3$ ,  $Z_4$ ,  $Z_5$  and  $Z_6$  are independently  $CR_2$ , N, O, S, and N- $R_1$ ; provided one of  $Z_1 - Z_6$  is a carbon atom to which the remainder of the molecule is attached;

$Y_1$ ,  $Y_2$ ,  $Y_3$  and  $Y_4$  are independently C or N; with the proviso that in formula 7-A at least one of  $Y_1$  and  $Y_4$  is C, and at least one of  $Y_3$  and  $Y_4$  is C; ~~and  $Y_3$  is C and  $Y_4$  is C or N, or  $Y_4$  is C and  $Y_3$  is C or N, or  $Y_3$  is N and  $Y_4$  is C, or  $Y_3$  is N and  $Y_4$  is C;~~ and with the proviso that in formula 7-B at least one of  $Y_1$  and  $Y_2$  is C and at least one of  $Y_3$  and  $Y_4$  is C;

$W_1$  and  $W_2$  are independently  $CR_4R_4$ ,  $S(O)_r$  where  $r = 0-2$ , O, N- $R_1$  with the proviso that no S-S, S-O or O-O bond formation can occur to form a saturated ring;  $R_1$  is H, optionally substituted alkyl, optionally substituted aryl, optionally substituted heteroaryl or mono or bicyclic saturated heterocycles, optionally substituted cycloalkyl, optionally substituted alkenyl, optionally substituted alkynyl with the proviso that neither the double bond nor the triple bond should be present at the carbon atom which is directly linked to N; optionally substituted perfluoroalkyl,  $-S(O)_p$  optionally substituted alkyl or aryl where  $p$  is 0-2, optionally substituted  $-C=O$ heteroaryl, optionally substituted  $-C=O$ aryl, optionally substituted  $-C=O$ alkyl, optionally substituted  $-C=O$ cycloalkyl, optionally substituted  $-C=O$  mono or bicyclic saturated heterocycles, optionally substituted C1-C6 alkylaryl, optionally substituted C1-C6 alkylheteroaryl, optionally substituted aryl-C1-C6alkyl, optionally substituted heteroaryl-C1-C6alkyl, optionally substituted C1-C6 alkyl mono or bicyclic saturated heterocycles, optionally substituted arylalkenyl of 8 to 16 carbon atoms,  $-CONR_6R_7$ ,  $-SO_2NR_6R_7$ , optionally substituted arylalkyloxyalkyl, optionally substituted  $-alkyl-O-alkyl-aryl$ , optionally substituted  $-alkyl-O-alkyl-heteroaryl$ , optionally substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, optionally substituted aryloxyaryl, optionally substituted aryloxyheteroaryl, optionally substituted C1-C6alkylaryloxyaryl, optionally substituted C1-C6 alkylaryloxyheteroaryl, optionally substituted alkylaryloxyalkylamines, optionally substituted alkoxycarbonyl, optionally substituted aryloxycarbonyl, or optionally substituted heteroaryloxy carbonyl;

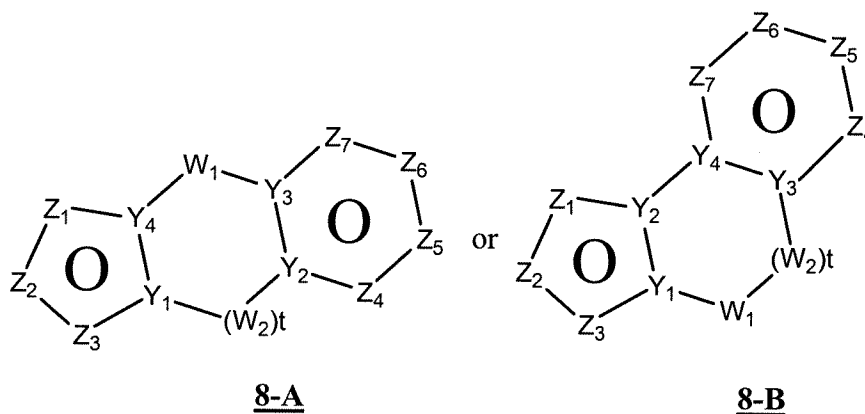
R<sub>2</sub> is hydrogen, optionally substituted C1-C6 alkyl, optionally substituted C2-C6 alkenyl, optionally substituted C2-C6 alkynyl, halogen, cyano, N-R<sub>6</sub>R<sub>7</sub>, optionally substituted C1-C6 alkoxy, hydroxy; optionally substituted aryl, optionally substituted heteroaryl, COOR<sub>6</sub>, optionally substituted alkylaryloxyalkylamines, optionally substituted aryloxy, optionally substituted heteroaryloxy, optionally substituted C3-C6 alkenyloxy, optionally substituted C3-C6 alkynyloxy, C1-C6 alkylamino-C1-C6 alkoxy, alkylendioxy, optionally substituted aryloxy-C1-C6 alkyl amine, C1-C6 perfluoro alkyl, S(O)<sub>q</sub>-optionally substituted C1-C6 alkyl, S(O)<sub>q</sub>- optionally substituted aryl where q is 0, 1 or 2, CONR<sub>6</sub>R<sub>7</sub>, guanidino or cyclic guanidino, optionally substituted alkylaryl, optionally substituted arylalkyl, optionally substituted C1-C6 alkylheteroaryl, optionally substituted heteroaryl-C1-C6 alkyl, optionally substituted C1-C6 alkyl mono or bicyclic saturated heterocycles, optionally substituted arylalkenyl of 8 to 16 carbon atoms, SO<sub>2</sub>NR<sub>6</sub>R<sub>7</sub>, optionally substituted arylalkyloxyalkyl, optionally substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, optionally substituted aryloxyaryl, optionally substituted aryloxyheteroaryl, substituted heteroaryloxyaryl, optionally substituted C1-C6alkyl aryloxyaryl, optionally substituted C1-C6 alkylaryloxyheteroaryl, optionally substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, or optionally substituted alkylaryloxyalkylamine;

R<sub>4</sub> is H, optionally substituted C1-C6 alkyl, OH (provided both R<sub>4</sub> are not OH), C1-C6 alkoxy, -S-C1-C6 alkyl, COOR<sub>6</sub>, -NR<sub>6</sub>R<sub>7</sub>, -CONR<sub>6</sub>R<sub>7</sub> ; or R<sub>4</sub>R<sub>4</sub> may together be =O or R<sub>4</sub>R<sub>4</sub> together with the carbon to which they are attached may form a spiro system of five to eight members with or without the presence of heteroatoms selected N, O, S(O)<sub>n</sub> where n =0 to 2, N-R<sub>1</sub>;

R<sub>6</sub> and R<sub>7</sub> are independently H, optionally substituted C1-C6 alkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted C1-C6 alkyl aryl, optionally substituted arylalkyl, optionally substituted heteroarylalkyl, optionally substituted C1-C6 alkyl heteroaryl, or R<sub>6</sub> and R<sub>7</sub> together with the N to which they are attached, may form a 3-7 membered saturated ring system said ring

system in addition to the N to which R<sub>6</sub> and R<sub>7</sub> are attached optionally having one or two heteroatoms selected from N-R<sub>1</sub>, O, and S(O)<sub>n</sub> where n = 0-2; and t = 1 to 3.

23. (Previously Amended) The process according to claim 11 wherein one of A and B is a tricyclic heteroaryl group having the formula:



wherein Z<sub>1</sub>, Z<sub>2</sub>, Z<sub>3</sub>, are independently CR<sub>2</sub>, N, O, S or N-R<sub>1</sub>; Z<sub>4</sub>, Z<sub>5</sub>, Z<sub>6</sub> and Z<sub>7</sub> are independently CR<sub>2</sub>, N; provided one of the Z<sub>1</sub> - Z<sub>7</sub> is a carbon atom to which the remainder of the molecule is attached;

Y<sub>1</sub> and Y<sub>4</sub> are independently C or N; Y<sub>2</sub> and Y<sub>3</sub> are C; provided that in formula 8A at least one of Y<sub>1</sub> and Y<sub>4</sub> is C; and provided that in formula 8-B Y<sub>4</sub> is C;

W<sub>1</sub> and W<sub>2</sub> are independently CR<sub>4</sub>R<sub>4</sub>, S(O)<sub>r</sub> where r = 0-2, O, or N-R<sub>1</sub> with the proviso that no S-S, S-O or O-O bond formation can occur to form a saturated ring; R<sub>1</sub> is H, optionally substituted alkyl, optionally substituted aryl, optionally substituted heteroaryl or mono or bicyclic saturated heterocycles, optionally substituted cycloalkyl, optionally substituted alkenyl, optionally substituted alkynyl with the proviso that neither the double bond nor the triple bond should be present at the carbon atom which is directly linked to N; optionally substituted perfluoroalkyl, -S(O)<sub>p</sub> optionally substituted alkyl or aryl where p is 0-2, optionally substituted -C=O heteroaryl, optionally substituted -C=O aryl, optionally substituted -C=O alkyl, optionally substituted -C=O cycloalkyl, optionally substituted -C=O mono or bicyclic saturated heterocycles, optionally substituted C1-C6 alkylaryl, optionally substituted C1-C6 alkylheteroaryl, optionally substituted aryl-C1-

C6alkyl, optionally substituted heteroaryl-C1-C6alkyl, optionally substituted C1-C6 alkyl mono or bicyclic saturated heterocycles, optionally substituted arylalkenyl of 8 to 16 carbon atoms, -CONR<sub>6</sub>R<sub>7</sub>, -SO<sub>2</sub>NR<sub>6</sub>R<sub>7</sub>, optionally substituted arylalkyloxyalkyl, optionally substituted -alkyl-O-alkyl-aryl, optionally substituted -alkyl-O-alkyl-heteroaryl, optionally substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, optionally substituted aryloxyaryl, optionally substituted aryloxyheteroaryl, optionally substituted C1-C6alkylaryloxyaryl, optionally substituted C1-C6 alkylaryloxyheteroaryl, optionally substituted alkylaryloxyalkylamines, optionally substituted alkoxycarbonyl, optionally substituted aryloxycarbonyl, or optionally substituted heteroaryloxy carbonyl;

R<sub>2</sub> is hydrogen, optionally substituted C1-C6 alkyl, optionally substituted C2-C6 alkenyl, optionally substituted C2-C6 alkynyl, halogen, cyano, N-R<sub>6</sub>R<sub>7</sub>, optionally substituted C1-C6 alkoxy, hydroxy; optionally substituted aryl, optionally substituted heteroaryl, COOR<sub>6</sub>, optionally substituted alkylaryloxyalkylamines, optionally substituted aryloxy, optionally substituted heteroaryloxy, optionally substituted C3-C6 alkenyloxy, optionally substituted C3-C6 alkynyloxy, C1-C6 alkylamino-C1-C6 alkoxy, alkylenedioxy, optionally substituted aryloxy-C1-C6 alkyl amine, C1-C6 perfluoro alkyl, S(O)<sub>q</sub>-optionally substituted C<sub>1-6</sub>alkyl, S(O)<sub>q</sub>-optionally substituted aryl where q is 0, 1 or 2, CONR<sub>6</sub>R<sub>7</sub>, guanidino or cyclic guanidino, optionally substituted alkylaryl, optionally substituted arylalkyl, optionally substituted C1-C6 alkylheteroaryl, optionally substituted heteroaryl-C1-C6 alkyl, optionally substituted C1-C6 alkyl mono or bicyclic saturated heterocycles, optionally substituted arylalkenyl of 8 to 16 carbon atoms, SO<sub>2</sub>NR<sub>6</sub>R<sub>7</sub>, optionally substituted arylalkyloxyalkyl, optionally substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, optionally substituted aryloxyaryl, optionally substituted aryloxyheteroaryl, substituted heteroaryloxyaryl, optionally substituted C1-C6alkyl aryloxyaryl, optionally substituted C1-C6 alkylaryloxyheteroaryl, optionally substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, or optionally substituted alkylaryloxyalkylamine;

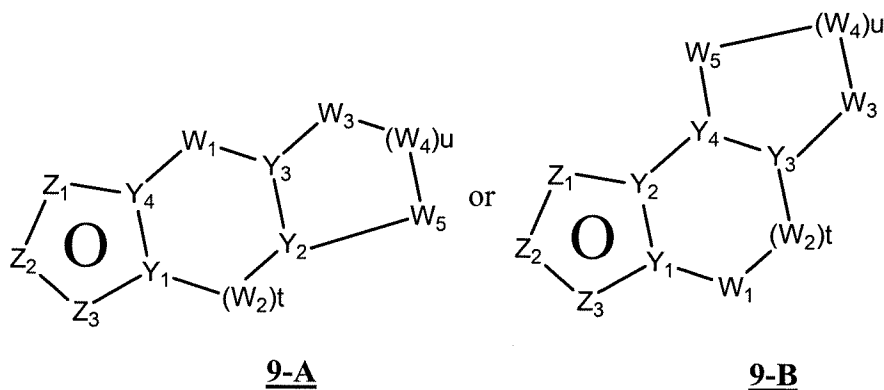


R<sub>4</sub> is H, optionally substituted C1-C6 alkyl, OH (provided both R<sub>4</sub> are not OH), C1-C6 alkoxy, -S-C1-C6 alkyl, COOR<sub>6</sub>, -NR<sub>6</sub>R<sub>7</sub>, -CONR<sub>6</sub>R<sub>7</sub>; or R<sub>4</sub>R<sub>4</sub> may together be =O or R<sub>4</sub>R<sub>4</sub> together with the carbon to which they are attached may form a spiro system of five to eight members with or without the presence of heteroatoms selected from N, O, S(O)<sub>n</sub> where n = 0 to 2, N-R<sub>1</sub>;

R<sub>6</sub> and R<sub>7</sub> are independently H, optionally substituted C1-C6 alkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted C1-C6 alkyl aryl, optionally substituted arylalkyl, optionally substituted heteroarylalkyl, optionally substituted C1-C6 alkyl heteroaryl, or R<sub>6</sub> and R<sub>7</sub> together with the N to which they are attached, may form a 3-7 membered saturated ring system said ring system in addition to the N to which R<sub>6</sub> and R<sub>7</sub> are attached optionally having one or two heteroatoms selected from N-R<sub>1</sub>, O, and S(O)<sub>n</sub> where n = 0-2; and

t = 0-3.

24. (Previously Amended) The process according to claim 11 wherein one of A and B is a tricyclic heteroaryl group having the formula:



wherein Z<sub>1</sub>, Z<sub>2</sub> and Z<sub>3</sub> are independently CR<sub>2</sub>, N, O, S or N-R<sub>1</sub> provided one of Z<sub>1</sub> - Z<sub>3</sub> is a carbon atom to which the remainder of the molecule is attached;

Y<sub>1</sub> and Y<sub>4</sub> are independently C or N;

Y<sub>2</sub> and Y<sub>3</sub> are independently CH or N; with the proviso that in formula 9-A at least one of Y<sub>1</sub> and Y<sub>4</sub> is C; and with the proviso that in formula 9-B at least one of Y<sub>1</sub> and Y<sub>2</sub> is;

W<sub>1</sub>, W<sub>2</sub>, W<sub>3</sub>, W<sub>4</sub> and W<sub>5</sub> are independently CR<sub>4</sub>R<sub>4</sub>, S(O)<sub>r</sub> where r=0-2, O, or N-R<sub>1</sub> with the proviso that no S-S, S-O or O-O bond formation can occur to form a saturated ring; R<sub>1</sub> is H, optionally substituted alkyl, optionally substituted aryl, optionally

substituted heteroaryl or mono or bicyclic saturated heterocycles, optionally substituted cycloalkyl, optionally substituted alkenyl, optionally substituted alkynyl with the proviso that neither the double bond nor the triple bond should be present at the carbon atom which is directly linked to N; optionally substituted perfluoroalkyl,  $-S(O)_p$  optionally substituted alkyl or aryl where p is 0-2, optionally substituted  $-C=O$  heteroaryl, optionally substituted  $-C=O$  aryl, optionally substituted  $-C=O$  alkyl, optionally substituted  $-C=O$  cycloalkyl, optionally substituted  $-C=O$  mono or bicyclic saturated heterocycles, optionally substituted C1-C6 alkylaryl, optionally substituted C1-C6 alkylheteroaryl, optionally substituted aryl-C1-C6alkyl, optionally substituted heteroaryl-C1-C6alkyl, optionally substituted C1-C6 alkyl mono or bicyclic saturated heterocycles, optionally substituted arylalkenyl of 8 to 16 carbon atoms,  $-CONR_6R_7$ ,  $-SO_2NR_6R_7$ , optionally substituted arylalkyloxyalkyl, optionally substituted  $-alkyl-O-alkyl-aryl$ , optionally substituted  $-alkyl-O-alkyl-heteroaryl$ , optionally substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, optionally substituted aryloxyaryl, optionally substituted aryloxyheteroaryl, optionally substituted C1-C6alkylaryloxyaryl, optionally substituted C1-C6 alkylaryloxyheteroaryl, optionally substituted alkylaryloxyalkylamines, optionally substituted alkoxycarbonyl, optionally substituted aryloxycarbonyl, or optionally substituted heteroaryloxy carbonyl;

$R_2$  is hydrogen, optionally substituted C1-C6 alkyl, optionally substituted C2-C6 alkenyl, optionally substituted C2-C6 alkynyl, halogen, cyano,  $N-R_6R_7$ , optionally substituted C1-C6 alkoxy, hydroxy; optionally substituted aryl, optionally substituted heteroaryl,  $COOR_6$ , optionally substituted alkylaryloxyalkylamines, optionally substituted aryloxy, optionally substituted heteroaryloxy, optionally substituted C3-C6 alkenyloxy, optionally substituted C3-C6 alkynyloxy, C1-C6 alkylamino-C1-C6 alkoxy, alkylenedioxy, optionally substituted aryloxy-C1-C6 alkyl amine, C1-C6 perfluoro alkyl,  $S(O)_q$ -optionally substituted C1-C6 alkyl,  $S(O)_q$ - optionally substituted aryl where q is 0, 1 or 2,  $CONR_6R_7$ , guanidino or cyclic guanidino, optionally substituted alkylaryl, optionally substituted arylalkyl, optionally substituted C1-C6 alkylheteroaryl, optionally substituted heteroaryl-

C1-C6 alkyl, optionally substituted C1-C6 alkyl mono or bicyclic saturated heterocycles, optionally substituted arylalkenyl of 8 to 16 carbon atoms,  $\text{SO}_2\text{NR}_6\text{R}_7$ , optionally substituted arylalkyloxyalkyl, optionally substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, optionally substituted aryloxyaryl, optionally substituted aryloxyheteroaryl, substituted heteroaryloxyaryl, optionally substituted C1-C6alkyl aryloxyaryl, optionally substituted C1-C6 alkylaryloxyheteroaryl, optionally substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, or optionally substituted alkylaryloxyalkylamine;

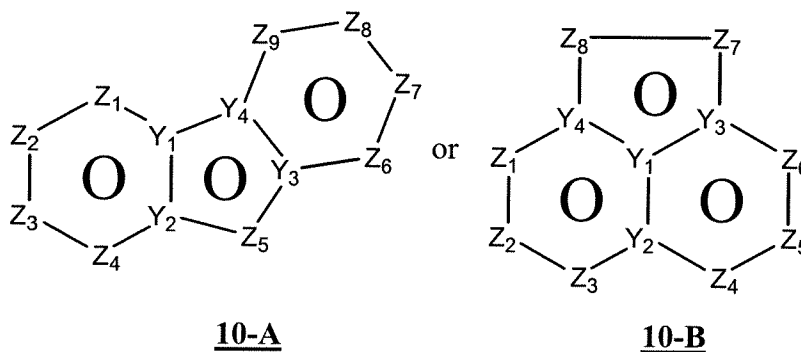
$\text{R}_4$  is H, optionally substituted C1-C6 alkyl, OH (provided both  $\text{R}_4$  are not OH), C1-C6 alkoxy, -S-C1-C6 alkyl,  $\text{COOR}_6$ ,  $-\text{NR}_6\text{R}_7$ ,  $-\text{CONR}_6\text{R}_7$ ; or  $\text{R}_4\text{R}_4$  may together be  $=\text{O}$  or  $\text{R}_4\text{R}_4$  together with the carbon to which they are attached may form a spiro system of five to eight members with or without the presence of heteroatoms selected from N, O,  $\text{S}(\text{O})_n$  where  $n = 0$  to 2, N- $\text{R}_1$ ;

$\text{R}_6$  and  $\text{R}_7$  are independently H, optionally substituted C1-C6 alkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted C1-C6 alkyl aryl, optionally substituted arylalkyl, optionally substituted heteroarylalkyl, optionally substituted C1-C6 alkyl heteroaryl, or  $\text{R}_6$  and  $\text{R}_7$  together with the N to which they are attached, may form a 3-7 membered saturated ring system said ring system in addition to the N to which  $\text{R}_6$  and  $\text{R}_7$  are attached optionally having one or two heteroatoms selected from N- $\text{R}_1$ , O, and  $\text{S}(\text{O})_n$   $n = 0-2$ ;

$t = 0$  to 2; and

$u = 1$  to 3.

25. (Currently Amended) The process according to claim 11 wherein one of A and B is a tricyclic heteroaryl group having the formula:



wherein

$Z_1, Z_2, Z_3, Z_4, Z_5, Z_6, Z_7, Z_8$  and  $Z_9$  are independently  $CR_2$ , N, O, S or  $N-R_1$  provided one of the  $Z_1 - Z_9$  is a carbon atom to which the remainder of the molecule is attached; provided that  $Z_1, Z_2, Z_3, Z_4, Z_5, Z_6, Z_7, Z_8$  and  $Z_9$  are not O, S or  $N-R_1$  in formula 10-A, and provided that  $Z_1, Z_2, Z_3, Z_4, Z_5, Z_6, Z_7, Z_8$  are not O, S or  $N-R_1$  in formula 10-B;

$R_1$  is H, optionally substituted alkyl, optionally substituted aryl, optionally substituted heteroaryl or mono or bicyclic saturated heterocycles, optionally substituted cycloalkyl, optionally substituted alkenyl, optionally substituted alkynyl with the proviso that neither the double bond nor the triple bond should be present at the carbon atom which is directly linked to N; optionally substituted perfluoroalkyl,  $-S(O)_p$  optionally substituted alkyl or aryl where  $p$  is 0-2, optionally substituted  $-C=O$ heteroaryl, optionally substituted  $-C=O$ aryl, optionally substituted  $-C=O$ alkyl, optionally substituted  $-C=O$ cycloalkyl, optionally substituted  $-C=O$ mono or bicyclic saturated heterocycles, optionally substituted C1-C6 alkylaryl, optionally substituted C1-C6 alkylheteroaryl, optionally substituted aryl-C1-C6alkyl, optionally substituted heteroaryl-C1-C6alkyl, optionally substituted C1-C6 alkyl mono or bicyclic saturated heterocycles, optionally substituted arylalkenyl of 8 to 16 carbon atoms,  $-CONR_6R_7$ ,  $-SO_2NR_6R_7$ , optionally substituted arylalkyloxyalkyl, optionally substituted  $-alkyl-O-alkyl-aryl$ , optionally substituted  $-alkyl-O-alkyl-heteroaryl$ , optionally substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, optionally substituted aryloxyaryl, optionally substituted aryloxyheteroaryl, optionally substituted C1-C6alkylaryloxyaryl, optionally substituted C1-C6 alkylaryloxyheteroaryl, optionally substituted alkylaryloxyalkylamines, optionally substituted

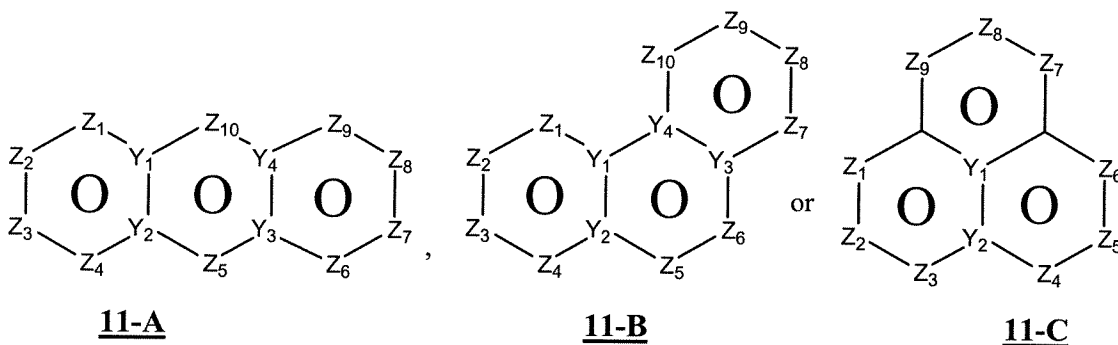
alkoxycarbonyl, optionally substituted aryloxy carbonyl, or optionally substituted heteroaryloxy carbonyl;

R<sub>2</sub> is hydrogen, optionally substituted C1-C6 alkyl, optionally substituted C2-C6 alkenyl, optionally substituted C2-C6 alkynyl, halogen, cyano, N-R<sub>6</sub>R<sub>7</sub>, optionally substituted C1-C6 alkoxy, hydroxy; optionally substituted aryl, optionally substituted heteroaryl, COOR<sub>6</sub>, optionally substituted alkylaryloxyalkylamines, optionally substituted aryloxy, optionally substituted heteroaryloxy, optionally substituted C3-C6 alkenyloxy, optionally substituted C3-C6 alkynyloxy, C1-C6 alkylamino-C1-C6 alkoxy, alkylenedioxy, optionally substituted aryloxy-C1-C6 alkyl amine, C1-C6 perfluoro alkyl, S(O)<sub>q</sub>-optionally substituted C1-C6 alkyl, S(O)<sub>q</sub>- optionally substituted aryl where q is 0, 1 or 2, CONR<sub>6</sub>R<sub>7</sub>, guanidino or cyclic guanidino, optionally substituted alkylaryl, optionally substituted arylalkyl, optionally substituted C1-C6 alkylheteroaryl, optionally substituted heteroaryl-C1-C6 alkyl, optionally substituted C1-C6 alkyl mono or bicyclic saturated heterocycles, optionally substituted arylalkenyl of 8 to 16 carbon atoms, SO<sub>2</sub>NR<sub>6</sub>R<sub>7</sub>, optionally substituted arylalkyloxyalkyl, optionally substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, optionally substituted aryloxyaryl, optionally substituted aryloxyheteroaryl, substituted heteroaryloxyaryl, optionally substituted C1-C6alkyl aryloxyaryl, optionally substituted C1-C6 alkylaryloxyheteroaryl, optionally substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, or optionally substituted alkylaryloxyalkylamine;

R<sub>6</sub> and R<sub>7</sub> are independently H, optionally substituted C1-C6 alkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted C1-C6 alkyl aryl, optionally substituted arylalkyl, optionally substituted heteroarylalkyl, optionally substituted C1-C6 alkyl heteroaryl, or R<sub>6</sub> and R<sub>7</sub> together with the N to which they are attached, may form a 3-7 membered saturated ring system said ring system in addition to the N to which R<sub>6</sub> and R<sub>7</sub> are attached optionally having one or two heteroatoms selected from N-R<sub>1</sub>, O, and S(O)<sub>n</sub> where n = 0-2; and

Y<sub>1</sub>, Y<sub>2</sub>, Y<sub>3</sub> and Y<sub>4</sub> are C.

26. (Previously Amended) The process according to claim 11 wherein one of A and B is a tricyclic heteroaryl group having the formula:



wherein Z<sub>1</sub>, Z<sub>2</sub>, Z<sub>3</sub>, Z<sub>4</sub>, Z<sub>5</sub>, Z<sub>6</sub>, Z<sub>7</sub>, Z<sub>8</sub>, Z<sub>9</sub> and Z<sub>10</sub> are independently CR<sub>2</sub> or N provided one of Z<sub>1</sub>-Z<sub>10</sub> is a carbon atom to which the remainder of the molecule is attached;

R<sub>1</sub> is H, optionally substituted alkyl, optionally substituted aryl, optionally substituted heteroaryl or mono or bicyclic saturated heterocycles, optionally substituted cycloalkyl, optionally substituted alkenyl, optionally substituted alkynyl with the proviso that neither the double bond nor the triple bond should be present at the carbon atom which is directly linked to N; optionally substituted perfluoroalkyl, -S(O)<sub>p</sub> optionally substituted alkyl or aryl where p is 0-2, optionally substituted -C=O heteroaryl, optionally substituted -C=O aryl, optionally substituted -C=O alkyl, optionally substituted -C=O cycloalkyl, optionally substituted -C=O mono or bicyclic saturated heterocycles, optionally substituted C1-C6 alkylaryl, optionally substituted C1-C6 alkylheteroaryl, optionally substituted aryl-C1-C6 alkyl, optionally substituted heteroaryl-C1-C6 alkyl, optionally substituted C1-C6 alkyl mono or bicyclic saturated heterocycles, optionally substituted arylalkenyl of 8 to 16 carbon atoms, -CONR<sub>6</sub>R<sub>7</sub>, -SO<sub>2</sub>NR<sub>6</sub>R<sub>7</sub>, optionally substituted arylalkyloxyalkyl, optionally substituted -alkyl-O-alkyl-aryl, optionally substituted -alkyl-O-alkyl-heteroaryl, optionally substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, optionally substituted aryloxyaryl, optionally substituted aryloxyheteroaryl, optionally substituted C1-C6 alkylaryloxyaryl, optionally substituted C1-C6 alkylaryloxyheteroaryl, optionally substituted alkylaryloxyalkylamines, optionally substituted

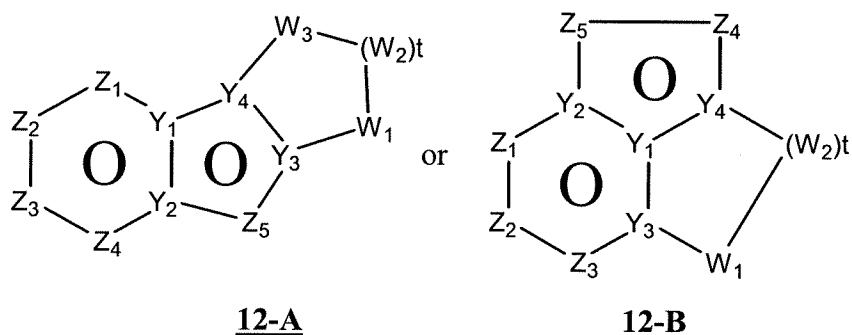
alkoxycarbonyl, optionally substituted aryloxy carbonyl, or optionally substituted heteroaryloxy carbonyl;

R<sub>2</sub> is hydrogen, optionally substituted C1-C6 alkyl, optionally substituted C2-C6 alkenyl, optionally substituted C2-C6 alkynyl, halogen, cyano, N-R<sub>6</sub>R<sub>7</sub>, optionally substituted C1-C6 alkoxy, hydroxy; optionally substituted aryl, optionally substituted heteroaryl, COOR<sub>6</sub>, optionally substituted alkylaryloxyalkylamines, optionally substituted aryloxy, optionally substituted heteroaryloxy, optionally substituted C3-C6 alkenyloxy, optionally substituted C3-C6 alkynyloxy, C1-C6 alkylamino-C1-C6 alkoxy, alkylendioxy, optionally substituted aryloxy-C1-C6 alkyl amine, C1-C6 perfluoro alkyl, S(O)<sub>q</sub>-optionally substituted C1-C6 alkyl, S(O)<sub>q</sub>- optionally substituted aryl where q is 0, 1 or 2, CONR<sub>6</sub>R<sub>7</sub>, guanidino or cyclic guanidino, optionally substituted alkylaryl, optionally substituted arylalkyl, optionally substituted C1-C6 alkylheteroaryl, optionally substituted heteroaryl-C1-C6 alkyl, optionally substituted C1-C6 alkyl mono or bicyclic saturated heterocycles, optionally substituted arylalkenyl of 8 to 16 carbon atoms, SO<sub>2</sub>NR<sub>6</sub>R<sub>7</sub>, optionally substituted arylalkyloxyalkyl, optionally substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, optionally substituted aryloxyaryl, optionally substituted aryloxyheteroaryl, substituted heteroaryloxyaryl, optionally substituted C1-C6alkyl aryloxyaryl, optionally substituted C1-C6 alkylaryloxyheteroaryl, optionally substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, or optionally substituted alkylaryloxyalkylamine;

R<sub>6</sub> and R<sub>7</sub> are independently H, optionally substituted C1-C6 alkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted C1-C6 alkyl aryl, optionally substituted arylalkyl, optionally substituted heteroarylalkyl, optionally substituted C1-C6 alkyl heteroaryl, or R<sub>6</sub> and R<sub>7</sub> together with the N to which they are attached, may form a 3-7 membered saturated ring system said ring system in addition to the N to which R<sub>6</sub> and R<sub>7</sub> are attached optionally having one or two heteroatoms selected from N-R<sub>1</sub>, O, and S(O)<sub>n</sub> where n = 0-2; and

Y<sub>1</sub>, Y<sub>2</sub>, Y<sub>3</sub> and Y<sub>4</sub> are C.

27. (Currently Amended) The process according to claim 11 wherein one of A and B is a tricyclic heteroaryl group having the formula:



wherein  $Z_1$ ,  $Z_2$ , and  $Z_3$ , are independently  $CR_2$  or N;  $Z_4$  and  $Z_5$  are independently  $CR_2$ , N, O, S or  $N-R_1$  provided that one of  $Z_1 - Z_5$  is a carbon atom to which the remainder of the molecule is attached; provided that in formula 12-A,  $Z_4$  is not O, S or  $N-R_1$ ;

$Y_1$ , and  $Y_2$  are C;  $Y_3$  and  $Y_4$  are independently C or N; provided that in formula 12-B,  $Y_3$  is C; and in formula 12-A, and at least one of  $Y_3$  or  $Y_4$  is C;  $Y_3$  is C and  $Y_4$  is C or N,  $Y_4$  is C and  $Y_3$  is C or N, or  $Y_3$  is N and  $Y_4$  is C, or  $Y_3$  is C and  $Y_4$  is N;

$W_1$ ,  $W_2$ ,  $W_3$  are independently  $CR_4R_4$  O,  $N-R_1$ , or  $S(=O)_r$  where  $r = 0-2$  with the proviso that no S-S, S-O or O-O bond formation can occur to form a saturated ring;  $R_1$  is H, optionally substituted alkyl, optionally substituted aryl, optionally substituted heteroaryl or mono or bicyclic saturated heterocycles, optionally substituted cycloalkyl, optionally substituted alkenyl, optionally substituted alkynyl with the proviso that neither the double bond nor the triple bond should be present at the carbon atom which is directly linked to N; optionally substituted perfluoroalkyl,  $-S(O)_p$  optionally substituted alkyl or aryl where  $p$  is 0-2, optionally substituted  $-C=O$ heteroaryl, optionally substituted  $-C=O$ aryl, optionally substituted  $-C=O$ alkyl, optionally substituted  $-C=O$ cycloalkyl, optionally substituted  $-C=O$  mono or bicyclic saturated heterocycles, optionally substituted C1-C6 alkylaryl, optionally substituted C1-C6 alkylheteroaryl, optionally substituted aryl-C1-C6alkyl, optionally substituted heteroaryl-C1-C6alkyl, optionally substituted C1-C6 alkyl mono or bicyclic saturated heterocycles, optionally substituted



arylalkenyl of 8 to 16 carbon atoms,  $-\text{CONR}_6\text{R}_7$ ,  $-\text{SO}_2\text{NR}_6\text{R}_7$ , optionally substituted arylalkyloxyalkyl, optionally substituted  $-\text{alkyl-O-alkyl-aryl}$ , optionally substituted  $-\text{alkyl-O-alkyl-heteroaryl}$ , optionally substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, optionally substituted aryloxyaryl, optionally substituted aryloxyheteroaryl, optionally substituted C1-C6alkylaryloxyaryl, optionally substituted C1-C6 alkylaryloxyheteroaryl, optionally substituted alkylaryloxyalkylamines, optionally substituted alkoxycarbonyl, optionally substituted aryloxycarbonyl, or optionally substituted heteroaryloxy carbonyl;

$\text{R}_2$  is hydrogen, optionally substituted C1-C6 alkyl, optionally substituted C2-C6 alkenyl, optionally substituted C2-C6 alkynyl, halogen, cyano,  $\text{N-R}_6\text{R}_7$ , optionally substituted C1-C6 alkoxy, hydroxy; optionally substituted aryl, optionally substituted heteroaryl,  $\text{COOR}_6$ , optionally substituted alkylaryloxyalkylamines, optionally substituted aryloxy, optionally substituted heteroaryloxy, optionally substituted C3-C6 alkenyloxy, optionally substituted C3-C6 alkynyloxy, C1-C6 alkylamino-C1-C6 alkoxy, alkylenedioxy, optionally substituted aryloxy-C1-C6 alkyl amine, C1-C6 perfluoro alkyl,  $\text{S(O)}_q$ -optionally substituted C1-C6 alkyl,  $\text{S(O)}_q$ - optionally substituted aryl where q is 0, 1 or 2,  $\text{CONR}_6\text{R}_7$ , guanidino or cyclic guanidino, optionally substituted alkylaryl, optionally substituted arylalkyl, optionally substituted C1-C6 alkylheteroaryl, optionally substituted heteroaryl-C1-C6 alkyl, optionally substituted C1-C6 alkyl mono or bicyclic saturated heterocycles, optionally substituted arylalkenyl of 8 to 16 carbon atoms,  $\text{SO}_2\text{NR}_6\text{R}_7$ , optionally substituted arylalkyloxyalkyl, optionally substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, optionally substituted aryloxyaryl, optionally substituted aryloxyheteroaryl, substituted heteroaryloxyaryl, optionally substituted C1-C6alkyl aryloxyaryl, optionally substituted C1-C6 alkylaryloxyheteroaryl, optionally substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, or optionally substituted alkylaryloxyalkylamine;

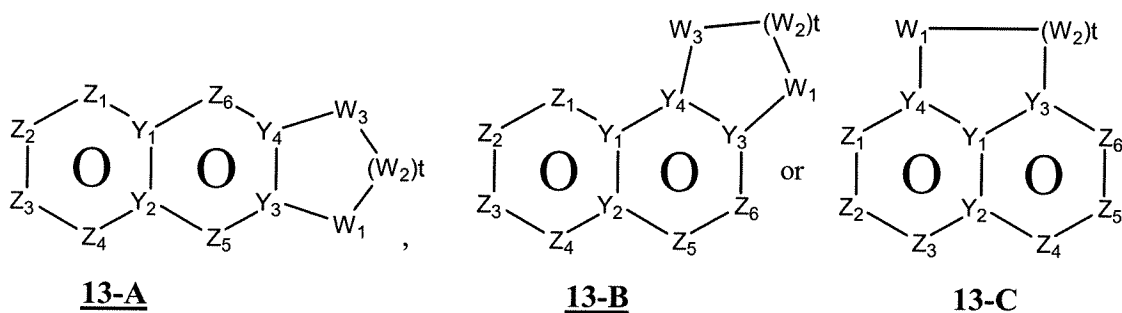
$\text{R}_4$  is H, optionally substituted C1-C6 alkyl, OH (provided both  $\text{R}_4$  are not OH), C1-C6 alkoxy,  $-\text{S-C1-C6 alkyl}$ ,  $\text{COOR}_6$ ,  $-\text{NR}_6\text{R}_7$ ,  $-\text{CONR}_6\text{R}_7$ ; or  $\text{R}_4\text{R}_4$  may together be

=O or R<sub>4</sub>R<sub>4</sub> together with the carbon to which they are attached may form a spiro system of five to eight members with or without the presence of heteroatoms selected from N, O, S(O)<sub>n</sub> where n = 0 to 2, N-R<sub>1</sub>;

R<sub>6</sub> and R<sub>7</sub> are independently H, optionally substituted C1-C6 alkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted C1-C6 alkyl aryl, optionally substituted arylalkyl, optionally substituted heteroarylalkyl, optionally substituted C1-C6 alkyl heteroaryl, or R<sub>6</sub> and R<sub>7</sub> together with the N to which they are attached, may form a 3-7 membered saturated ring system said ring system in addition to the N to which R<sub>6</sub> and R<sub>7</sub> are attached optionally having one or two heteroatoms selected from N-R<sub>1</sub>, O, and S(O)<sub>n</sub> where n = 0-2; and

t = 1-4.

28. (Previously Amended) The process according to claim 11 wherein one of A and B is a tricyclic heteroaryl group having the formula:



wherein Z<sub>1</sub>, Z<sub>2</sub>, Z<sub>3</sub>, Z<sub>4</sub>, Z<sub>5</sub> and Z<sub>6</sub> are independently CR<sub>2</sub> or N provided one of Z<sub>1</sub>-Z<sub>6</sub> is a carbon atom to which the remainder of the molecule is attached;

Y<sub>1</sub>, Y<sub>2</sub>, Y<sub>3</sub> and Y<sub>4</sub> are C;

W<sub>1</sub>, W<sub>2</sub> and W<sub>3</sub> are independently CR<sub>4</sub>R<sub>4</sub>, S(O)<sub>r</sub> where r is 0-2, O, or N-R<sub>1</sub> with the proviso that no S-S, S-O or O-O bond formation can occur to form a saturated ring;

R<sub>1</sub> is H, optionally substituted alkyl, optionally substituted aryl, optionally substituted heteroaryl or mono or bicyclic saturated heterocycles, optionally substituted cycloalkyl, optionally substituted alkenyl, optionally substituted alkynyl with the

proviso that neither the double bond nor the triple bond should be present at the carbon atom which is directly linked to N; optionally substituted perfluoroalkyl, -S(O)<sub>p</sub> optionally substituted alkyl or aryl where p is 0-2, optionally substituted -C=Oheteroaryl, optionally substituted -C=Oaryl, optionally substituted -C=Oalkyl, optionally substituted -C=Ocycloalkyl, optionally substituted -C=O mono or bicyclic saturated heterocycles, optionally substituted C1-C6 alkylaryl, optionally substituted C1-C6 alkylheteroaryl, optionally substituted aryl-C1-C6alkyl, optionally substituted heteroaryl-C1-C6alkyl, optionally substituted C1-C6 alkyl mono or bicyclic saturated heterocycles, optionally substituted arylalkenyl of 8 to 16 carbon atoms, -CONR<sub>6</sub>R<sub>7</sub>, -SO<sub>2</sub>NR<sub>6</sub>R<sub>7</sub>, optionally substituted arylalkyloxyalkyl, optionally substituted -alkyl-O-alkyl-aryl, optionally substituted -alkyl-O-alkyl-heteroaryl, optionally substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, optionally substituted aryloxyaryl, optionally substituted aryloxyheteroaryl, optionally substituted C1-C6alkylaryloxyaryl, optionally substituted C1-C6 alkylaryloxyheteroaryl, optionally substituted alkylaryloxyalkylamines, optionally substituted alkoxycarbonyl, optionally substituted aryloxycarbonyl, or optionally substituted heteroaryloxy carbonyl;

R<sub>2</sub> is hydrogen, optionally substituted C1-C6 alkyl, optionally substituted C2-C6 alkenyl, optionally substituted C2-C6 alkynyl, halogen, cyano, N-R<sub>6</sub>R<sub>7</sub>, optionally substituted C1-C6 alkoxy, hydroxy; optionally substituted aryl, optionally substituted heteroaryl, COOR<sub>6</sub>, optionally substituted alkylaryloxyalkylamines, optionally substituted aryloxy, optionally substituted heteroaryloxy, optionally substituted C3-C6 alkenyloxy, optionally substituted C3-C6 alkynyloxy, C1-C6 alkylamino-C1-C6 alkoxy, alkylenedioxy, optionally substituted aryloxy-C1-C6 alkyl amine, C1-C6 perfluoro alkyl, S(O)<sub>q</sub>-optionally substituted C1-C6 alkyl, S(O)<sub>q</sub>- optionally substituted aryl where q is 0, 1 or 2, CONR<sub>6</sub>R<sub>7</sub>, guanidino or cyclic guanidino, optionally substituted alkylaryl, optionally substituted arylalkyl, optionally substituted C1-C6 alkylheteroaryl, optionally substituted heteroaryl-C1-C6 alkyl, optionally substituted C1-C6 alkyl mono or bicyclic saturated heterocycles, optionally substituted arylalkenyl of 8 to 16 carbon atoms,

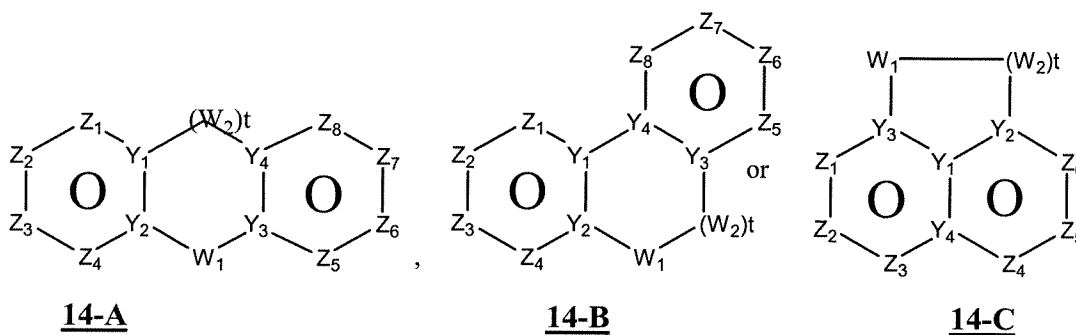
SO<sub>2</sub>NR<sub>6</sub>R<sub>7</sub>, optionally substituted arylalkyloxyalkyl, optionally substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, optionally substituted aryloxyaryl, optionally substituted aryloxyheteroaryl, substituted heteroaryloxyaryl, optionally substituted C1-C6alkyl aryloxyaryl, optionally substituted C1-C6 alkylaryloxyheteroaryl, optionally substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, or optionally substituted alkylaryloxyalkylamine;

R<sub>4</sub> is H, optionally substituted C1-C6 alkyl, OH (provided both R<sub>4</sub> are not OH), C1-C6 alkoxy, -S-C1-C6 alkyl, COOR<sub>6</sub>, -NR<sub>6</sub>R<sub>7</sub>, -CONR<sub>6</sub>R<sub>7</sub>; or R<sub>4</sub>R<sub>4</sub> may together be =O or R<sub>4</sub>R<sub>4</sub> together with the carbon to which they are attached may form a spiro system of five to eight members with or without the presence of heteroatoms selected from N, O, S(O)<sub>n</sub> where n = 0 to 2, or N-R<sub>1</sub>;

R<sub>6</sub> and R<sub>7</sub> are independently H, optionally substituted C1-C6 alkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted C1-C6 alkyl aryl, optionally substituted arylalkyl, optionally substituted heteroarylalkyl, optionally substituted C1-C6 alkyl heteroaryl, or R<sub>6</sub> and R<sub>7</sub> together with the N to which they are attached, may form a 3-7 membered saturated ring system said ring system in addition to the N to which R<sub>6</sub> and R<sub>7</sub> are attached optionally having one or two heteroatoms selected from N-R<sub>1</sub>, O, and S(O)<sub>n</sub> where n = 0-2; and

t = 1 to 3.

29. (Previously Amended) The process according to claim 11 wherein one of A and B is a tricyclic heteroaryl group having the formula:



wherein  $Z_1, Z_2, Z_3, Z_4, Z_5, Z_6, Z_7$  and  $Z_8$  are independently  $CR_2$  or N provided one of  $Z_1 - Z_8$  is a carbon atom to which the remainder of the molecule is attached;

$Y_1, Y_2, Y_3$  and  $Y_4$  are C;

$W_1$ , and  $W_2$  are independently  $CR_4R_4$ ,  $S(O)_r$  where  $r = 0-2$ , O, or  $N-R_1$  with the proviso that no S-S, S-O or O-O bond formation can occur to form a saturated ring;  $R_1$  is H, optionally substituted alkyl, optionally substituted aryl, optionally substituted heteroaryl or mono or bicyclic saturated heterocycles, optionally substituted cycloalkyl, optionally substituted alkenyl, optionally substituted alkynyl with the proviso that neither the double bond nor the triple bond should be present at the carbon atom which is directly linked to N; optionally substituted perfluoroalkyl,  $-S(O)_p$  optionally substituted alkyl or aryl where  $p$  is 0-2, optionally substituted  $-C=O$ heteroaryl, optionally substituted  $-C=O$ aryl, optionally substituted  $-C=O$ alkyl, optionally substituted  $-C=O$ cycloalkyl, optionally substituted  $-C=O$  mono or bicyclic saturated heterocycles, optionally substituted C1-C6 alkylaryl, optionally substituted C1-C6 alkylheteroaryl, optionally substituted aryl-C1-C6alkyl, optionally substituted heteroaryl-C1-C6alkyl, optionally substituted C1-C6 alkyl mono or bicyclic saturated heterocycles, optionally substituted arylalkenyl of 8 to 16 carbon atoms,  $-CONR_6R_7$ ,  $-SO_2NR_6R_7$ , optionally substituted arylalkyloxyalkyl, optionally substituted  $-alkyl-O-alkyl-aryl$ , optionally substituted  $-alkyl-O-alkyl-heteroaryl$ , optionally substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, optionally substituted aryloxyaryl, optionally substituted aryloxyheteroaryl, optionally substituted C1-C6alkylaryloxyaryl, optionally substituted C1-C6 alkylaryloxyheteroaryl, optionally substituted alkylaryloxyalkylamines, optionally substituted alkoxycarbonyl, optionally substituted aryloxycarbonyl, or optionally substituted heteroaryloxy carbonyl;

$R_2$  is hydrogen, optionally substituted C1-C6 alkyl, optionally substituted C2-C6 alkenyl, optionally substituted C2-C6 alkynyl, halogen, cyano,  $N-R_6R_7$ , optionally substituted C1-C6 alkoxy, hydroxy; optionally substituted aryl, optionally substituted heteroaryl,  $COOR_6$ , optionally substituted alkylaryloxyalkylamines, optionally substituted aryloxy, optionally substituted heteroaryloxy, optionally

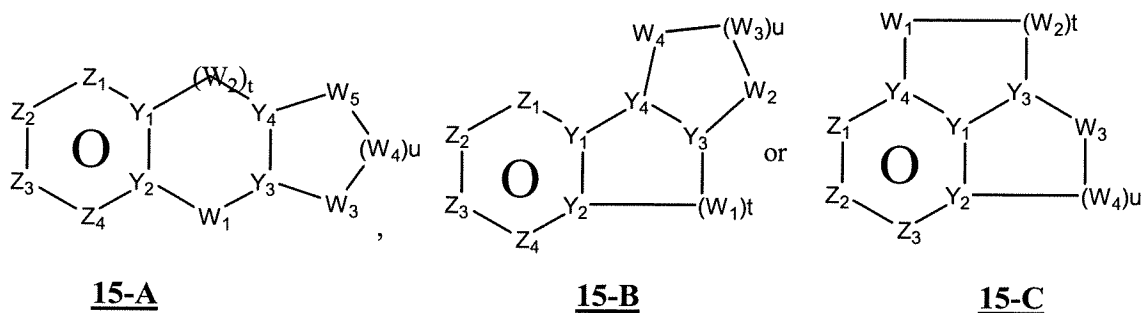
substituted C3-C6 alkenyloxy, optionally substituted C3-C6 alkynyloxy, C1-C6 alkylamino-C1-C6 alkoxy, alkylenedioxy, optionally substituted aryloxy-C1-C6 alkyl amine, C1-C6 perfluoro alkyl, S(O)<sub>q</sub>-optionally substituted C1-C6 alkyl, S(O)<sub>q</sub>- optionally substituted aryl where q is 0, 1 or 2, CONR<sub>6</sub>R<sub>7</sub>, guanidino or cyclic guanidino, optionally substituted alkylaryl, optionally substituted arylalkyl, optionally substituted C1-C6 alkylheteroaryl, optionally substituted heteroaryl-C1-C6 alkyl, optionally substituted C1-C6 alkyl mono or bicyclic saturated heterocycles, optionally substituted arylalkenyl of 8 to 16 carbon atoms, SO<sub>2</sub>NR<sub>6</sub>R<sub>7</sub>, optionally substituted arylalkyloxyalkyl, optionally substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, optionally substituted aryloxyaryl, optionally substituted aryloxyheteroaryl, substituted heteroaryloxyaryl, optionally substituted C1-C6alkyl aryloxyaryl, optionally substituted C1-C6 alkylaryloxyheteroaryl, optionally substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, or optionally substituted alkylaryloxyalkylamine;

R<sub>4</sub> is H, optionally substituted C1-C6 alkyl, OH (provided both R<sub>4</sub> are not OH), C1-C6 alkoxy, -S-C1-C6 alkyl, COOR<sub>6</sub>, -NR<sub>6</sub>R<sub>7</sub>, -CONR<sub>6</sub>R<sub>7</sub>; or R<sub>4</sub>R<sub>4</sub> may together be =O or R<sub>4</sub>R<sub>4</sub> together with the carbon to which they are attached may form a spiro system of five to eight members with or without the presence of heteroatoms selected from N, O, S(O)<sub>n</sub> where n = 0 to 2, N-R<sub>1</sub>;

R<sub>6</sub> and R<sub>7</sub> are independently H, optionally substituted C1-C6 alkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted C1-C6 alkyl aryl, optionally substituted arylalkyl, optionally substituted heteroarylalkyl, optionally substituted C1-C6 alkyl heteroaryl, or R<sub>6</sub> and R<sub>7</sub> together with the N to which they are attached, may form a 3-7 membered saturated ring system said ring system in addition to the N to which R<sub>6</sub> and R<sub>7</sub> are attached optionally having one or two heteroatoms selected from N-R<sub>1</sub>, O, and S(O)<sub>n</sub> where n = 0-2; and

t = 1 to 2.

30. (Previously Amended) The process according to claim 11 wherein one of A and B is a tricyclic heteroaryl group having the formula:



wherein  $Z_1$ ,  $Z_2$ ,  $Z_3$  and  $Z_4$  are independently  $CR_2$  or N provided one of  $Z_1 - Z_4$  is a carbon atom to which the remainder of the molecule is attached;

$Y_1$  and  $Y_2$  are C;  $Y_3$  and  $Y_4$  are independently C or N; provided that in formula 15-C  $Y_4$  is C;

$W_1$ ,  $W_2$ ,  $W_3$ ,  $W_4$  and  $W_5$  are independently  $CR_4R_4$ ,  $S(O)_r$  where  $r = 0-2$ , O, or N- $R_1$  with the proviso that no S-S, S-O or O-O bond formation can occur to form a saturated ring;

$R_1$  is H, optionally substituted alkyl, optionally substituted aryl, optionally substituted heteroaryl or mono or bicyclic saturated heterocycles, optionally substituted cycloalkyl, optionally substituted alkenyl, optionally substituted alkynyl with the proviso that neither the double bond nor the triple bond should be present at the carbon atom which is directly linked to N; optionally substituted perfluoroalkyl,  $-S(O)_p$  optionally substituted alkyl or aryl where  $p$  is 0-2, optionally substituted  $-C=O$ heteroaryl, optionally substituted  $-C=O$ aryl, optionally substituted  $-C=O$ alkyl, optionally substituted  $-C=O$ cycloalkyl, optionally substituted  $-C=O$  mono or bicyclic saturated heterocycles, optionally substituted C1-C6 alkylaryl, optionally substituted C1-C6 alkylheteroaryl, optionally substituted aryl-C1-C6alkyl, optionally substituted heteroaryl-C1-C6alkyl, optionally substituted C1-C6 alkyl mono or bicyclic saturated heterocycles, optionally substituted arylalkenyl of 8 to 16 carbon atoms,  $-CONR_6R_7$ ,  $-SO_2NR_6R_7$ , optionally substituted arylalkoxyalkyl, optionally substituted  $-alkyl-O-alkyl-aryl$ , optionally substituted  $-alkyl-O-alkyl-heteroaryl$ , optionally substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, optionally substituted aryloxyaryl, optionally substituted aryloxyheteroaryl, optionally substituted C1-C6alkylaryloxyaryl, optionally substituted C1-C6 alkylaryloxyheteroaryl,

optionally substituted alkylaryloxyalkylamines, optionally substituted alkoxy carbonyl, optionally substituted aryloxy carbonyl, or optionally substituted heteroaryloxy carbonyl;

R<sub>2</sub> is hydrogen, optionally substituted C1-C6 alkyl, optionally substituted C2-C6 alkenyl, optionally substituted C2-C6 alkynyl, halogen, cyano, N-R<sub>6</sub>R<sub>7</sub>, optionally substituted C1-C6 alkoxy, hydroxy; optionally substituted aryl, optionally substituted heteroaryl, COOR<sub>6</sub>, optionally substituted alkylaryloxyalkylamines, optionally substituted aryloxy, optionally substituted heteroaryloxy, optionally substituted C3-C6 alkenyloxy, optionally substituted C3-C6 alkynyloxy, C1-C6 alkylamino-C1-C6 alkoxy, alkylendioxy, optionally substituted aryloxy-C1-C6 alkyl amine, C1-C6 perfluoro alkyl, S(O)<sub>q</sub>-optionally substituted C1-C6 alkyl, S(O)<sub>q</sub>- optionally substituted aryl where q is 0, 1 or 2, CONR<sub>6</sub>R<sub>7</sub>, guanidino or cyclic guanidino, optionally substituted alkylaryl, optionally substituted arylalkyl, optionally substituted C1-C6 alkylheteroaryl, optionally substituted heteroaryl-C1-C6 alkyl, optionally substituted C1-C6 alkyl mono or bicyclic saturated heterocycles, optionally substituted arylalkenyl of 8 to 16 carbon atoms, SO<sub>2</sub>NR<sub>6</sub>R<sub>7</sub>, optionally substituted arylalkyloxyalkyl, optionally substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, optionally substituted aryloxyaryl, optionally substituted aryloxyheteroaryl, substituted heteroaryloxyaryl, optionally substituted C1-C6alkyl aryloxyaryl, optionally substituted C1-C6 alkylaryloxyheteroaryl, optionally substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, or optionally substituted alkylaryloxyalkylamine;

R<sub>4</sub> is H, optionally substituted C1-C6 alkyl, OH (provided both R<sub>4</sub> are not OH), C1-C6 alkoxy, -S-C1-C6 alkyl, COOR<sub>6</sub>, -NR<sub>6</sub>R<sub>7</sub>, -CONR<sub>6</sub>R<sub>7</sub>; or R<sub>4</sub>R<sub>4</sub> may together be =O or R<sub>4</sub>R<sub>4</sub> together with the carbon to which they are attached may form a spiro system of five to eight members with or without the presence of heteroatoms selected from N, O, S(O)<sub>n</sub> where n =0 to 2, or N-R<sub>1</sub>;

R<sub>6</sub> and R<sub>7</sub> are independently H, optionally substituted C1-C6 alkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted C1-C6 alkyl aryl, optionally substituted arylalkyl, optionally substituted heteroarylalkyl, optionally



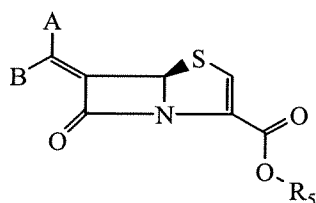
substituted C1-C6 alkyl heteroaryl, or R<sub>6</sub> and R<sub>7</sub> together with the N to which they are attached, may form a 3-7 membered saturated ring system said ring system in addition to the N to which R<sub>6</sub> and R<sub>7</sub> are attached optionally having one or two heteroatoms selected from N-R<sub>1</sub>, O, and S(O)<sub>n</sub> where n = 0-2;

t = 1 to 3; and

u = 1 to 3.

31.(Canceled)

32. (Previously Amended) A process for the preparation of compound of formula **I**



wherein

one of A and B denotes hydrogen and the other is aryl optionally substituted with one or two R<sub>2</sub>, heteroaryl optionally substituted with one or two R<sub>2</sub>, a fused bicyclic heteroaryl optionally substituted with one or two R<sub>2</sub>, fused tricyclic heteroaryl optionally substituted with one or two R<sub>2</sub>, cycloalkyl optionally substituted with one or two R<sub>2</sub>, alkyl optionally substituted with one or two R<sub>2</sub>, alkenyl optionally substituted with one or two R<sub>2</sub>, alkynyl optionally substituted with one or two R<sub>2</sub>, saturated or partially saturated heteroaryl optionally substituted with one or two R<sub>2</sub>;

R<sub>5</sub> is H, an in vivo hydrolyzable ester selected from the group C1-C6 alkyl, C5-C6 cycloalkyl, CHR<sub>3</sub>OCOC1-C6 or a salt selected from the group consisting of Na, K, and Ca;

R<sub>2</sub> is hydrogen, optionally substituted C1-C6 alkyl, optionally substituted C2-C6 alkenyl having 1 to 2 double bonds, optionally substituted C2-C6 alkynyl having 1 to 2 triple bonds, halogen, cyano, N-R<sub>6</sub>R<sub>7</sub>, optionally substituted C1-C6 alkoxy, hydroxy; optionally substituted aryl, optionally substituted heteroaryl, COOR<sub>6</sub>,

optionally substituted alkyl aryloxy alkylamines, optionally substituted aryloxy, optionally substituted heteroaryloxy, optionally substituted C3-C6 alkenyloxy, optionally substituted C3-C6 alkynyloxy, C1-C6 alkylamino-C1-C6 alkoxy, alkylene dioxy, optionally substituted aryloxy-C1-C6 alkyl amine, C1-C6 perfluoro alkyl,  $S(O)_q$ -optionally substituted C1-C6 alkyl,  $S(O)_q$ - optionally substituted aryl where q is 0, 1 or 2,  $CONR_6R_7$ , guanidino or cyclic guanidino, optionally substituted C1-C6 alkylaryl, optionally substituted arylalkyl, optionally substituted C1-C6 alkylheteroaryl, optionally substituted heteroaryl-C1-C6 alkyl, optionally substituted C1-C6 alkyl mono or bicyclic saturated heterocycles, optionally substituted arylalkenyl of 8 to 16 carbon atoms,  $SO_2NR_6R_7$ , optionally substituted arylalkyloxyalkyl, optionally substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, optionally substituted aryloxyaryl, optionally substituted aryloxyheteroaryl, substituted heteroaryloxyaryl, optionally substituted C1-C6alkyl aryloxyaryl, optionally substituted C1-C6 alkylaryloxyheteroaryl, optionally substituted aryloxyalkyl, optionally substituted heteroaryloxyalkyl, optionally substituted alkylaryloxyalkylamines;

$R_3$  is hydrogen, C1-C6 alkyl, C3-C6 cycloalkyl, optionally substituted aryl, optionally substituted heteroaryl;

$R_6$  and  $R_7$  are independently H, optionally substituted C1-C6 alkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted C1-C6 alkyl aryl, optionally substituted arylalkyl, optionally substituted heteroarylalkyl, optionally substituted C1-C6 alkyl heteroaryl,  $R_6$  and  $R_7$  together with the N to which they are attached, may form a 3-7 membered saturated ring system said ring system in addition to the N to which  $R_6$  and  $R_7$  are attached optionally having one or two heteroatoms selected from N- $R_1$ , O, and  $S=(O)_n$  where  $n = 0-2$ ;

which process comprises the following steps:

- (a) dissolving 6-aminopenicillanic acid in an organic solvent and water to form in the presence of hydrobromic acid and sodium or potassium nitrite solution to form the 6-bromo derivative **21** and converting the 6-bromopenicillanic acid **21** derivative to the p-Nitrobenzyl 6-bromopenicillanate **22** using 4-nitrobenzylbromide in the presence of base in an organic solvent;

- (b) oxidizing the 4-nitrobenzyl 6-bromopenicillanate 22 to form 4-nitrobenzyl 6-bromopenicillanate 1-oxide 23
- (c) refluxing the 4-nitrobenzyl 6-bromopenicillanate 1-oxide 23 with 2-mercaptobenzothiazole in an aromatic solvent to form 4-nitrobenzyl(2R)-2-[(3S,4R)-4-(benzothiazol-2-ylthio)-3-bromo-2-oxoazetidine-1-yl]-3-methylbut-3-enoate 24
- (d) dissolving the 4-nitrobenzyl(2R)-2-[(3S,4R)-4-(benzothiazol-2-ylthio)-3-bromo-2-oxoazetidine-1-yl]-3-methylbut-3-enoate 24 in an organic solvent and reacting with an organic tertiary amine base to form 4-nitrobenzyl-2-[(3S,4R)-4-(benzothiazol-2-ylthio)-3-bromo-2-oxoazetidine-1-yl]-3-methylbut-2-enoate 25
- (e) converting the 4-nitrobenzyl-2-[(3S,4R)-4-(benzothiazol-2-ylthio)-3-bromo-2-oxoazetidine-1-yl]-3-methylbut-2-enoate 25 to 4-nitrobenzyl 2-[(3S,4R)-3-bromo-4-formylthio-2-oxoazetidin-1-yl]-3-methylbut-2-enoate 26 by reacting in an aromatic organic solvent in the presence of an organic acid, acetic anhydride, organic tertiary amine base and trialkyl or triaryl phosphine at about  $-10^{\circ}\text{C}$  to  $-30^{\circ}\text{C}$ ;
- (f) said 4-nitrobenzyl 2-[(3S,4R)-3-bromo-4-formylthio-2-oxoazetidin-1-yl]-3-methylbut-2-enoate 26 being taken up in an organic solvent at  $-70^{\circ}\text{C}$  to  $-90^{\circ}\text{C}$  and ozonized oxygen being passed through it for at least 3 hours followed by intramolecular cyclization using a phosphite reagent to form 4-nitrobenzyl (5R,6S)-6-bromopenem-3-carboxylate 16;
- (g) converting said 4-nitrobenzyl (5R,6S)-6-bromopenem-3-carboxylate 16 to the desired formula I product as described in claim 9.

33. (Original) The process according to claim 32 wherein the 6-aminopenicillanic acid is dissolved in methanol or THF.

34. (Previously Amended) The process according to claim 32 wherein step (a) is performed in the presence of 48% w/w hydrobromic acid and sodium or potassium nitrite solution.
35. (Original) The process according to claim 34 wherein step (a) is performed at  $-10^{\circ}\text{C}$  to  $-30^{\circ}\text{C}$ .
36. (Original) The process according to claim 32 wherein the base in step (a) is sodium or potassium carbonate and the organic solvent is THF or DMF.
37. (Original) The process according to claim 32 wherein the aromatic solvent in step (c) is toluene or xylene.
38. (Original) The process according to claim 32 comprising the sequential conversion of compound 23 to 26 wherein there is no isolation of the intermediates.
39. (Original) The process according to claim 38 wherein the 4-nitrobenzyl 6-bromopenicillanate 1-oxide 23 is reacted with mercaptobenzothiazole in refluxing aromatic organic solvent and is treated with triethylamine at about 0 to  $-20^{\circ}\text{C}$  to form a reaction mixture; said reaction mixture is charged with an organic acid and an anhydride, an organic tertiary amine base and a trialkyl or triaryl phosphate sequentially at about  $-10^{\circ}\text{C}$  to  $-40^{\circ}\text{C}$ .
40. (Original) The process according to claim 32 wherein step (g) is carried out without isolating the aldol intermediate.
41. (Canceled)
42. (Canceled)